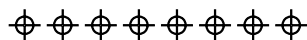


ပြည်ထောင်စု မြန်မာနိုင်ငံတော်အတွင်း

နိုင်ငံခြားရင်းနှီးမြှုပ်နှံမှု ပြုလုပ်ရန် ရင်းနှီးမြှုပ်နှံလိုသူ၏

ဆောင်ရွက်ရန် အဆိုပြုချက်

“ကျန်စုစိုဟို (မြန်မာ) အင်ဒက်စထရီ ကုမ္ပဏီလီမိတက်”



PROPOSAL OF THE INVESTOR

FOR MAKING INVESTMENT

IN THE REPUBLIC OF THE UNION OF MYANMAR

“JIANGSU SOHO (MYANMAR) INDUSTRY CO.,LTD”

To

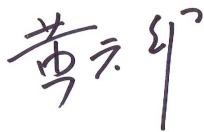
The Chairman,
Yangon Division Investment Commission

Dated 9th November, 2017

(1) **Subject:** Submission of the proposal to Myanmar Investment Commission

We have a great pleasure to inform you Jiangsu Soho (Myanmar) Industry Co.,Ltd will be incorporated under the Foreign Investment Law in accordance with the Myanmar Companies Act. We would like to apply MIC permit for 100% foreign investment in the Republic of the Union of Myanmar and to form Jiangsu Soho (Myanmar) Industry Co.,Ltd at Myay Tine Yat Kwat No (25) Land Plot No (95) of (93+94+95) ShweLinn Pan Industrial Myoe Hlaing Thar Yar Township Zone ,Yangon Myanmar new technology for than existing method of finished items garment. Investment proposals are submitted hereby for approval and submission for decision of your authorities concerned.Now therefore we deeply appreciate the assistance and co-operation to your good office has extended to us and we look forward to your favorable reply.

Thank you,
Your faithfully,



Mr Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

To

The Chairman
Yangon Division Investment Commission

Dated 9th November, 2017

Subject : Application for issue of permit for 100% (one hundred percent)
Foreign Investment in the Republic of the Union of Myanmar

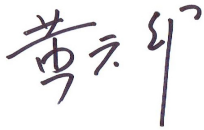
Dear Sir,

1. We have pleasure and honor to inform you that we wish to make 100% (one hundred percent) Foreign Investment by the name of “Jiangsu Soho (Myanmar) Industry Co.,Ltd” has desired to obtain an “Investment Permit” under Foreign Investment Law.
2. We submit herewith the Proposal of the Promoter to make Foreign Investment in the Republic of the Union of Myanmar together with relevant supporting documents which are advice and suggestion of departmental concern’s required for decision and the issue of Permit from the Myanmar Investment Commission (MIC) for the MIC's Consideration.
 - (a) Proposal of the Promoter to make 100% (one hundred percent) Foreign Investment in the Republic of the Union of Myanmar
 - (b) Land and Building Lease Agreement (draft)
 - (c) References for Business and Financial Standing
3. We trust the above would be meet your requirements and we hope see that the Myanmar Investment Commission will give favorable consideration to our application for investment opportunity as well as grants us the Investment Permit. We shall be most grateful to you if the Myanmar Investment Commission could kindly grant us the exemptions and reliefs

from taxation in allowed as per Section 27 of the Foreign Investment Law.

4. We shall obey by the Laws, Rules, Notification and Regulations of the Republic of the Union of Myanmar with due regard for the development of the Republic of the Union of Myanmar.
5. If you are granted us the Investment Permit as per our proposal, the country will gain method, technique and transfer of technology than the existing practice.
6. We are looking forward to have the most favorable consideration to this matter by the Commission and be granted the exemption along with the Permit at its earliest convenience.

With Best Regards,

A handwritten signature in black ink, appearing to be 'Huang TianShu' in a stylized cursive script.

Mr Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

To

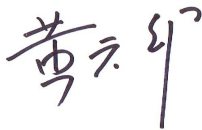
Chairman
Yangon Division Investment Commission

Dated 9th November, 2017

Subject: : Undertaking concern with operation period

We are undertaking to you that we have to obey in accordance with the text of Foreign Investment Law. We, “Jiangsu Soho (Myanmar) Industry Co.,Ltd” will perform the permitted business for initial 20 years and extendable 10 years two times after the date of MIC Permit.

With best regards,

A handwritten signature in black ink, appearing to be 'Huang TianShu' in Chinese characters, with a vertical line extending downwards from the right side.

Mr Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

To

The Chairman
Yangon Division Investment Commission

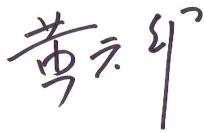
Dated

9th November, 2017

Subject: : Undertaking

This letter is informing to you that in accordance with the text of Foreign Investment Law. If individual worker exceeds a salary of Kyats Four Million and Eight Hundred per year, we, “Jiangsu Soho (Myanmar) Industry Co.,Ltd” will ensure Income Tax will be paid.

With best regards,

A handwritten signature in black ink, appearing to be 'Huang TianShu' in Chinese characters.

Mr Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

အတည်ပြုလျှောက်ထားလွှာ

သို့

ဥက္ကဋ္ဌ

ရန်ကုန်တိုင်းဒေသကြီး ရင်းနှီးမြှုပ်နှံမှုကော်မတီ

စာအမှတ် ၊

ရက်စွဲ ၊ ၂၀၁၇ခုနှစ်၊ နိုဝင်ဘာလ၊ ၉ ရက်

ကျွန်တော်/ကျွန်မသည် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေ ပုဒ်မ ၃၇ နှင့်အညီအောက်ဖော်ပြပါ အချက်များအား ဖြည့်စွက်၍အတည်ပြုလျှောက်ထားလွှာကိုတင်ပြလျှောက်ထားအပ်ပါသည်-

၁။ ရင်းနှီးမြှုပ်နှံသူ၏

(က) အမည်

Mr .Huang TianShu

(ခ) ကုမ္ပဏီမှတ်ပုံတင်အမှတ် သို့မဟုတ်

G 49037241

ရင်းနှီးမြှုပ်နှံသူ၏ နိုင်ငံသားစိစစ်ရေးကဒ်

အမှတ်/နိုင်ငံကူးလက်မှတ်အမှတ်

(ဂ) နိုင်ငံသား

တရုတ်ပြည်သူ့သမ္မတနိုင်ငံ

(ဃ) နေရပ်လိပ်စာ/ မှတ်ပုံတင်ထားသည့်ကုမ္ပဏီလိပ်စာ

No.48,Ruan Jian Road,Yu Hua,Nan Jing,

Jiangsu Province,People Republic Of

China

(င) တယ်လီဖုန်း/ ဖက်စ်/ အီးမေးလ်လိပ်စာ

၀၉၄၂၁၀၁၆၇၉၈

(စ) လုပ်ငန်းအမျိုးအစား (အသေးစိတ်ဖော်ပြပေးရန်)

CMP စနစ်ဖြင့်အဝတ်အထည်အမျိုးမျိုး

ချုပ်လုပ်ခြင်းလုပ်ငန်း

မှတ်ချက်။ အောက်ပါအချက်များကိုပူးတွဲတင်ပြရန်-

(၁) ကုမ္ပဏီမှတ်ပုံတင်အထောက်အထားမိတ္တူ

(၂) နိုင်ငံသားစိစစ်ရေးကတ်မိတ္တူနှင့်နိုင်ငံကူးလက်မှတ်မိတ္တူ

၂။ ရင်းနှီးမြှုပ်နှံသူကိုယ်တိုင် လျှောက်ထားခြင်းမဟုတ်ပါကလျှောက်ထားသူ၏-

(က) အမည်

ဒေါ်ရွှေပြည့်အိမ်

(ခ) ဆက်သွယ်ရမည့်ပုဂ္ဂိုလ်အမည်

ဒေါ်ရွှေပြည့်အိမ်

(လျှောက်ထားသူသည် စီးပွားရေးအဖွဲ့အစည်းဖြစ်ပါက)

(ဂ) နိုင်ငံသားစိစစ်ရေးကတ်အမှတ်/နိုင်ငံကူးလက်မှတ်အမှတ်

၁၂/ဗဟန(နိုင်) ၀၉၉၇၅၀

(ဃ) နိုင်ငံသား

မြန်မာ

(င) မြန်မာနိုင်ငံတွင်နေထိုင်သည့်နေရပ်လိပ်စာ

အမှတ် (၃၇ အေ)၊ ရန်ကင်းလမ်း၊ စမ်းချောင်း

မြို့နယ်၊ ရန်ကုန်။

(စ) တယ်လီဖုန်း/ ဖက်စ်

၀၉၄၂၀၁၆၇၉၈

(ဆ) အီးမေးလိပ်စာ

htway.961025@gmail.com

မှတ်ချက်။ တရားဝင်ကိုယ်စားလှယ်လွှဲစာပူးတွဲတင်ပြရန်

၃။ ဖွဲ့စည်းမည့် စီးပွားရေးအဖွဲ့အစည်းပုံသဏ္ဌာန်

(✓) ရာခိုင်နှုန်းပြည့် () ဖက်စပ်ပြုလုပ်ခြင်း(ဖက်စပ်စာချုပ်မူကြမ်းတင်ပြရန်)

() အခြားသဘောတူညီချက်ပုံစံတစ်မျိုးမျိုးဖြင့်ဆောင်ရွက်ခြင်း(စာချုပ်မူကြမ်းတင်ပြရန်)

မြန်မာနိုင်ငံသားရင်းနှီးမြှုပ်နှံသူ၏ အစုရှယ်ယာပိုင်ဆိုင်မှုအမျိုး ၀%

အစိုးရဌာန၊ အစိုးရအဖွဲ့အစည်း၏ အစုရှယ်ယာပိုင်ဆိုင်မှုအမျိုး ၀%

နိုင်ငံခြားသားရင်းနှီးမြှုပ်နှံသူ၏ အစုရှယ်ယာပိုင်ဆိုင်မှုအမျိုး ၁၀၀%

၄။ အစုရှယ်ယာ ၁၀%နှုန်းနှင့်အထက်ပိုင်ဆိုင်သောအစုရှယ်ယာရှင်များစာရင်း

စဉ်	အစုရှယ်ယာရှင်အမည်	နိုင်ငံသား	အစုရှယ်ယာပိုင်ဆိုင်မှု%
၁။	Jiangsu Soho Silk Co.,Ltd Represented By Mr.Huang TianShu (Managing Director) Mr.Sun Feng (Director) Mr.Ma ChangYun (Director)	တရုတ်ပြည်သူ့ သမ္မတနိုင်ငံ	၅၁%
၂။	Jiangsu Soho International Group Corporation Represented By Mr.Zhang PeiGen (Director)	တရုတ်ပြည်သူ့ သမ္မတနိုင်ငံ	၂၉%
၃။	Tancheng Leinuo Clothing Co.,Ltd Represented By Mr.Wen YouLei (Director)	တရုတ်ပြည်သူ့ သမ္မတနိုင်ငံ	၂၀%

၅။ ကုမ္ပဏီဖွဲ့စည်းခြင်းနှင့်သက်ဆိုင်သောအချက်အလက်များ

(က) ခွင့်ပြုမတည်ငွေရင်း

USD ၁,၅၀၀,၀၀၀

(ခ) အစုရှယ်ယာအမျိုးအစား

ရိုးရိုးရှယ်ယာ

(ဂ) အစုရှယ်ယာဝင်များကထည့်ဝင်မည့်အစုရှယ်ယာပမာဏ

၁၅,၀၀၀ရှယ်ယာ

မှတ်ချက်။ သင်းဖွဲ့မှတ်တမ်း/သင်းဖွဲ့စည်းမျဉ်းသို့မဟုတ် ကုမ္ပဏီဖွဲ့စည်းပုံအခြေခံစည်းမျဉ်းပူးတွဲတင်ပြရန်

၆။ မတည်ငွေရင်းနှင့်သက်ဆိုင်သည့်အချက်အလက်များ

US\$(သန်းပေါင်း)

(က) ပြည်တွင်းမှထည့်ဝင်သည့်မတည်ငွေရင်း

-

ပမာဏ/ ရာခိုင်နှုန်း

(ခ) နိုင်ငံခြားမှယူဆောင်လာသည့်မတည်ငွေရင်း

၁၀၀% (၁.၁၉၅)

ပမာဏ/ ရာခိုင်နှုန်း

စုစုပေါင်း

၁၀၀% (၁.၁၉၅)

၇။ (က) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်လိုသည့် သက်တမ်း

၂၀ နှစ်

(ခ) နိုင်ငံခြားမတည်ငွေရင်းယူဆောင်လာမည့်ကာလ

၁ နှစ်

၈။ ဆောင်ရွက်မည့်စီးပွားရေးအဖွဲ့အစည်းနှင့်သက်ဆိုင်သောအချက်အလက်များ-

(က) ရင်းနှီးမြှုပ်နှံမှုပြုလုပ်မည့်ဒေသ(များ)/တည်နေရာ

မြေတိုင်းရပ်ကွက်အမှတ်(၂၅)၊ မြေကွက်အမှတ်(၉၃
+၉၄+၉၅)အနက်မှအမှတ်(၉၅)၊ ရွှေလင်ပန်း
စက်မှုမြို့၊ လှိုင်သာယာမြို့နယ်။ ရန်ကုန်မြို့နယ်။

(ခ) ရင်းနှီးမြှုပ်နှံမှုတန်ဖိုး/ပမာဏ

USD 1,195,000

၉။ သက်ဆိုင်ရာအဖွဲ့အစည်းများ၏ခွင့်ပြုချက်၊ လိုင်စင်၊ ပါမစ်စသည်တို့ ရရှိပြီးပါကပူးတွဲတင်ပြရန်။

၁၀။ လုပ်ငန်းစတင်ဆောင်ရွက်နေခြင်း () ရှိ၊ (✓) မရှိ

ရှိပါကလုပ်ငန်းဆောင်ရွက်နေမှုအခြေအနေကိုဖော်ပြပေးရန်

၁၁။ အတည်ပြုလျှောက်ထားလွှာနှင့်အတူအောက်ဖော်ပြပါ
လျှောက်ထားလွှာများကိုတင်ပြလျှောက်ထားခြင်းရှိ/မရှိဖော်ပြရန်။

(✓) မြေအသုံးပြုခွင့်လျှောက်ထားလွှာ

(✓) အခွန်ကင်းလွတ်ခွင့်သို့မဟုတ် သက်သာခွင့်လျှောက်ထားလွှာ



လျှောက်ထားသူလက်မှတ်

အမည်

Mr .Huang TianShu

ရာထူး

Managing Director

ဌာန/ကုမ္ပဏီတံဆိပ်

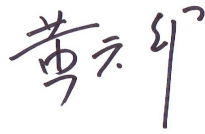
Jiangsu Soho (Myanmar) Industry Co.,Ltd

ကတိဝန်ခံချက်

အထက်အကြောင်းအရာပါ လျှောက်ထားသူမှပေးအပ်သည့် အချက်အလက်များအားလုံးသည် မှန်ကန်မှု ရှိကြောင်းအာမခံပါသည်။

ဤအတည်ပြုလျှောက်ထားလွှာတွင် အတည်ပြုမိန့် ထုတ်ပေးရန်အတွက် ကော်မရှင်မှ စိစစ်ရာ၌ လိုအပ်သည့် အချက်အလက်များကိုလျှောက်ထားသူကပေးအပ်ရန် ပျက်ကွက်ပါကအတည်ပြုလျှောက်ထားလွှာကို ငြင်းပယ်ခြင်း သို့မဟုတ် စိစစ်ရာ၌မလိုလားအပ်သည့် နှောင့်နှေး ကြန့်ကြာခြင်းတို့ဖြစ်ပေါ်နိုင်ကြောင်းကောင်းစွာသဘောပေါက် နားလည်ပါသည်။

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်မှ ချမှတ်မည့် စည်းမျဉ်းစည်းကမ်းများကိုလည်းလိုက်နာမည်ဖြစ်ကြောင်း ဝန်ခံကတိပြုအပ်ပါသည်။



လျှောက်ထားသူလက်မှတ်

အမည် Mr .Huang TianShu

ရာထူး Managing Director

ဌာန/ကုမ္ပဏီတံဆိပ် Jiangsu Soho (Myanmar) Industry Co.,Ltd

Endorsement Application Form

To,

Chairman

Yangon Division Investment Commission

Reference No.

Date: 9th, November, 2017

I do apply for the endorsement in accordance with the Section 37 of the Myanmar Investment Law by furnishing the following particulars:

1. The Investor's :-

- (a) Name : Mr .Huang TianShu
- (b) Company Registration No/ID No
National Registration Card No/Passport : G 49037241
- (c) Citizenship: Chinese
- (d) Address/Address of Registered Office : No.48,Ruan Jian Road,Yu Hua,Nan Jing,
Jiangsu Province,People Republic Of
China
- (e) Phone/Fax/E – mail: 09421016798
- (f) Type of Business (to describe in detail) : Manufacturing of Garments on CMP Basis

Note: The following documents need to be attached according to the above paragraph (1) :-

- (1) Company Registration Certificate (copy);
- (2) ID No/National Registration Card (copy) and Passport (copy);

2. If the investor don't apply for endorsement by himself/herself, the applicant:

- (a) Name: Daw Shwe Pyae Eain
- (b) Name of contact person: Daw Shwe Pyae Eain
(if applicant is business organization)

Note: describe with attachment of letter of legal representative

- (c) ID No./National Registration Card No. /Passport No. 12/ Ba Ha Na (N) 099750
- (d) Citizenship: Myanmar
- (e) Address in Myanmar: No. (37 A), Yankin Street, Sanchaung Township, Yangon.
- (f) Phone/Fax: 09421016798
- (g) E –mail: htway.961025@gmail.com

3. Type of business organization to be formed:-

☒ One Hundred Percent ☐ Joint Venture (To attach the draft of JV agreement)

☐ Type of Contractual Basis (To attach draft contract /agreement)

Share Ratio (Local) 0%

Share Ratio (Government Department /Organization) 0%

Share Ratio (Foreigner) 100%

4. List of Shareholders Owned 10% of the Share and Above

No	Name of Shareholder	Citizenship	Share Percentage
1	Jiangsu Soho Silk Co.,Ltd Represented By Mr.Huang TianShu (Managing Director) Mr.Sun Feng (Director) Mr.Ma ChangYun (Director)	Chinese	51%
2	Jiangsu Soho International Group Corporation Represented By Mr.Zhang PeiGen (Director)	Chinese	29%
3	Tancheng Leinuo Clothing Co.,Ltd Represented By Mr.Wen YouLei (Director)	Chinese	20%

5. Particulars of Company Incorporation

- (a) Authorized Capital USD 1,500,000
- (b) Type of Share Ordinary Share
- (c) Number of Shares 15,000 Shares

Note: Memorandum of Association and Articles of Association of the Company shall be submitted with regard to above paragraph

6. Particulars of Paid-up Capital of the Investment

	US\$(Million)
(a) Amount/Percentage of local capital to be contributed	N/A
(b) Amount/Percentage of foreign capital	100% (1.195)
(c)) to be brought in	
Total	100% (1.195)

7. Particulars of the Investment Project-

(a) Investment location(s)/place (s)

20 years

Myay Tine Yat Kwat No (25)
Land Plot No (95)of
(93+94+95) Shwe
Linn Pan Industrial Myoe Hlaing
Thar Yar Township Yangon
Myanmar

(b) Foreign Capital Brought In Period

1 year

8. Amount of Investment

USD 1,195,000

9. The license, Permit, Permission, and etc: of the relevant organizations shall be attached if they are received.

10. Commencement of Business () Yes (✓) No

If it is commenced, describe the performance of business activities;

11. Describe whether other applications are being submitted together with the Endorsement Form or not:

(✓) Land Rights Authorization Application

(✓) Tax Incentive Application

Signature of the applicant

Name

: Mr .Huang TianShu


Title

: Managing Director

Department/Company

: Jiangsu Soho (Myanmar) Industry Co.,Ltd

(Seal/Stamp)

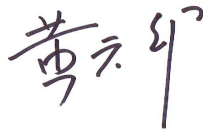


Undertaking

I/We hereby declare that the above statements are true and correct to the best of my/our knowledge and belief.

I/We fully understand that endorsement application may be denied or unnecessarily delayed if applicant fails to provide required information to access by Commission for issuance of endorsement.

I/We hereby declare to strictly comply with terms and conditions set out by the Myanmar Investment Commission.



Signature of the applicant

Name : Mr .Huang TianShu

Title : Managing Director

Department/Company : Jiangsu Soho (Myanmar) Industry Co.,Ltd
(Seal/Stamp)

To:

The Director General
Directorate of Investment and Company Administration
The Government of the Republic of the Union of Myanmar
No. 1, Thitsar Road, Yankin Township, Yangon.



Date: 5-9-2017

Re: Application to check availability of company name for foreign company registration

1. I wish to submit an application to confirm the availability of the following company name:

Name in English: Jiangsu Soho (Myanmar) Industry Co., Ltd.

Name in Myanmar: မြန်မာ့ဆိုးဟို (မြန်မာ) အင်ဒစထရီ ကုမ္ပဏီလီမိတက်
(The proposed company name must be specified in both English & Myanmar).

2. The contact details of the applicant are as listed below:

Name: Ms. Jiang Zongbiao (PP No. G.59868946)

Company:

Address: No. 23, B-1, West Shwe Gone Dine 3rd St,
Bahan T/S, Yangon.

Phone number:

3. The business objectives and activities of the proposed foreign company are as listed below:

(i) Manufacturing of Garment (CMP Basis)

(ii)

(iii)

(iv)

(v)

(vi)

(vii)

(viii)

Signature of applicant:

Name:

NRC (Myanmar) or Passport No. (and country):

.....
.....
.....

12525

Jiangsu Holly (Myr) Indus Ltd

Jiangsu Chagda Industrial Corp Ltd (My-Bh)

Dr
5.9.17

Jiangsu Soho (Myanmar) Industry Ltd

Dr
24.9.17

Dr
11.9.17

H.I.
5-9-17
500000

To,
The Chairman,
Myanmar Investment Commission
No.1, ThitSar Street ,Yankin Township,
Yangon

Date:9.11.2017

Subject: GRANTING POWER OF ATTORNEY

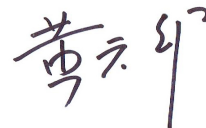
We, Jiangsu Soho (Myanmar) Industry Co.,Ltd , the undersigned, do hereby grant to Daw Shwe Pyae Eain as authorized person to perform the matter of power of attorney of our business.

Name : Daw Shwe Pyae Eain

NRC No. : 12/ Ba Ha Na (N) 099750

Phone no: 09421016798

Yours Sincerely,

A handwritten signature in black ink, appearing to be 'Huang TianShu' in a stylized cursive script.

Mr .Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

The Ministry of Foreign Affairs of the People's Republic of China requests all civil and military authorities of foreign countries to allow the bearer of this passport to pass freely and afford assistance in case of need.

PEOPLE'S REPUBLIC OF CHINA

护照号码/Passport No.

CHN

E04842096

姓名/Name

马长运
MA, CHANGYUN

性別/Sex

国籍/Nationality

出生日期 / Date of birth
12 JAN 1977

男/M

中国/CHINESE

12 JAN 1974

出生地点/Place of birth

山东/SHANDONG

20 9月/SEP 2012

签发地点/Place of issue

江苏/JIANGSU

有效期至/Date of expiry
19 9月/SEP 2022

签发机关/Authority

公安部出入境管理局

持照人簽名 / Bearer's signature

马长运

0048923753

POCHNMA<<CHANGYUN<<<<<<<<<<<<<<<<<<<<<<<<<<<<<<<
E048420965CHN7401123M2209195MCONLDKENEMLA982

The Ministry of Foreign Affairs of the People's Republic of China requests all civil and military authorities of foreign countries to allow the bearer of this passport to pass freely and afford assistance in case of need.

E75794879



10 AUG 1981

基安社期/Date of issue

31 5月/MAY 2016

有效期至/Date of expiry

30 5月/MAY 2026

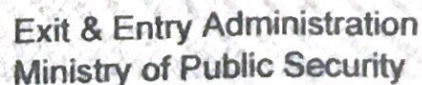
持照人簽名/Beazer's signature

问友雷

POCHNWN<<YOULEI<<<<<<<<<<<<<<<<<<<<<<<<<<<
E757948790CHN8108108M2605306MOMKNDNBMANHA998

The Ministry of Foreign Affairs of the People's Republic of China requests all civil and military authorities of foreign countries to allow the bearer of this passport to pass freely and afford assistance in case of need.

护照号 / Passport No.
G49037241



POCHNHUANG<<TIANSHU<<<<<<<<<<<<<<<<<<<<<<<<

G490372416CHN6908072M210213719203201<<<<<08

护照
PASSPORT

类型 / Type
P

国家码 / Country Code
CHN

护照号 / Passport No. 052211512

G53211513



4 / Surname

孙 / SUN

Given names

峰 / FENG

性別 / Sex

男 / M

出生日期 / Date of birth

08 NOV 1970

签发日期 / Date of Issue

11 JUL 2011

签发机关 / Authority

出生地点 / Place of birth

江苏 / JIANGSU

签发地点 / Place of issue

江苏 / JIANGSU

有效期至 / Date of expiry

10 JUL 2021

公安部出入境管理局

Exit & Entry Administration
Ministry of Public Security

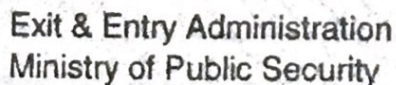
POCHNSUN<<FENG<<<<<<<<<<<<<<<<<<<<<<<<<<
G532115139CHN7011085M210710919203201<<<<<<06

G532115139CHN7011085M210710919203201<<<<<06

80973962

The Ministry of Foreign Affairs of the People's Republic of China requests all civil and military authorities of foreign countries to allow the bearer of this passport to pass freely and afford assistance in case of need.

护照号: Passport No.
G36080928



POCHNZHANG<<PEIGEN<<<<<<<<<<<<<<<<<<<<<<
G360809288CHN6610311M190712819203201<<<<<00

408 / 0455

မြန်မာနိုင်ငံ ကုမ္ပဏီများ အက်ဥပဒေ

အစုရှယ်ယာများဖြင့် ပေးရန်တာဝန် ကန့်သတ်ထားသော အများနှင့် မသက်ဆိုင်သည့် ကုမ္ပဏီ

ကျန် စု စို ဟို (မြန်မာ) အင်ဒက်စထရီ

ကုမ္ပဏီ လီမိတက်

၏

သင်းဖွဲ့မှတ်တမ်း

နှင့်

သင်းဖွဲ့စည်းမျဉ်းများ

♦ ♦ ♦ ♦

THE MYANMAR COMPANIES ACT

PRIVATE COMPANY LIMITED BY SHARES

Memorandum Of Association

AND

Articles Of Association

OF

JIANGSU SOHO
(MYANMAR) INDUSTRY

COMPANY LIMITED

မြန်မာနိုင်ငံ ကုမ္ပဏီများ အက်ဥပဒေ

အစုရှယ်ယာများဖြင့် ပေးရန်တာဝန် ကန့်သတ်ထားသော အများနှင့် မသက်ဆိုင်သည့် ကုမ္ပဏီ

ကျန် စု စို ဟို (မြန်မာ) အင်းဒက်စထရီ ကုမ္ပဏီ လီမိတက်

၏

သင်းဖွဲ့မှတ်တမ်း

- ၁။ ကုမ္ပဏီ၏အမည်သည် ကျန် စု စို ဟို (မြန်မာ) အင်းဒက်စထရီ ကုမ္ပဏီ လီမိတက် ဖြစ်ပါသည်။
- ၂။ ကုမ္ပဏီ၏ မှတ်ပုံတင် အလုပ်တိုက်သည် ပြည်ထောင်စု မြန်မာနိုင်ငံတော်အတွင်း တည်ရှိရမည်။
- ၃။ ကုမ္ပဏီ တည်ထောင်ခြင်း၏ ရည်ရွယ်ချက်များမှာ တစ်ဖက်စာမျက်နှာပါအတိုင်းဖြစ်ပါသည်။
- ၄။ အစုဝင်များ၏ ပေးရန်တာဝန်ကို ကန့်သတ်ထားသည်။
- ၅။ ကုမ္ပဏီ၏ သတ်မှတ်မတည်ငွေရင်းသည် အမေရိကန် ဒေါ်လာ ၁,၅၀၀,၀၀၀ / -
(အမေရိကန် ဒေါ်လာ တစ်သန်း ငါးသိန်း တိတိ) ဖြစ်၍ အမေရိကန် ဒေါ်လာ ၁၀၀ / -
(အမေရိကန် ဒေါ်လာ တစ်ရာ တိတိ)တန် အစုရှယ်ယာပေါင်း (၁၅,၀၀၀) ခွဲထားပါသည်။ ကုမ္ပဏီ၏ ရင်းနှီးငွေကို ကုမ္ပဏီ၏ စည်းမျဉ်းများနှင့် လက်ရှိတရားဝင် တည်ဆဲဖြစ်နေသော တရားဥပဒေ အထွေထွေပြဌာန်းချက်များနှင့် အညီ သင်းလုံးကျွတ်အစည်းအဝေး၌ တိုးမြှင့်နိုင်ခွင့်၊ လျှော့ချနိုင်ခွင့် နှင့် ပြင်ဆင်နိုင်ခွင့် အာဏာရှိစေရမည်။

(၂)

၆။ ကုမ္ပဏီတည်ထောင်ခြင်း၏ ရည်ရွယ်ချက်များမှာ

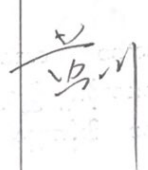
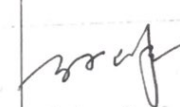
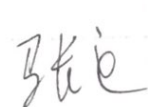
အဝတ်အထည်များ ချုပ်လုပ်ခြင်းလုပ်ငန်း (စီ အမ် ပီ စနစ်ဖြင့်)

၇။ ကုမ္ပဏီမှ သင့်တော်လျောက်ပတ်သည်ဟု ယူဆပါက ကုမ္ပဏီ၏ စည်းပွားရေးလုပ်ငန်းတွင် အကျိုးရှိ စေရန်အတွက် မည်သည့်ပုဂ္ဂိုလ်၊ ကုမ္ပဏီ၊ ဘဏ်၊ သို့မဟုတ်၊ ငွေကြေး အဖွဲ့အစည်းထံမှမဆို ငွေချေးယူရန်။

ခြွင်းချက်။ ကုမ္ပဏီသည်အထက်ဖော်ပြပါရည်ရွယ်ချက်များကို ပြည်ထောင်စုသမ္မတမြန်မာနိုင်ငံတော် အတွင်း၌ဖြစ်စေ၊ အခြားမည်သည့် အရပ်ဒေသ၌ဖြစ်စေ၊ အချိန်ကာလအလိုက် တည်မြဲနေသော တရားဥပဒေများ၊ အမိန့်ကြော်ငြာစာများ၊ အမိန့်များက ခွင့်ပြုထားသည့် လုပ်ငန်းများမှအပ အခြားလုပ်ငန်း များကို လုပ်ကိုင်ဆောင်ရွက်ခြင်းမပြုပါ။ ထို့အပြင် ပြည်ထောင်စု သမ္မတမြန်မာနိုင်ငံတော်အတွင်း၌ အချိန် ကာလအားလျော်စွာ တည်မြဲနေသည့် တရားဥပဒေ ပြဌာန်းချက်များ၊ အမိန့်ကြော်ငြာစာများ၊ အမိန့်များနှင့် လျော်ညီသင့်တော်ခြင်း သို့မဟုတ်၊ ခွင့်ပြုထားခြင်းရှိမှသာလျှင် လုပ်ငန်းများကို ဆောင်ရွက်မည်ဟုခြွင်းချက်ထားရှိပါသည်။

(၃)

အောက်တွင် အမည်၊ နိုင်ငံသား၊ နေရပ်နှင့် အကြောင်းအရာစုံလင်စွာပါသော ဇယားတွင် လက်မှတ်ရေးထိုးသူ ကျွန်ုပ်တို့ ကိုယ်စီ ကိုယ်ငှသည် ဤသင်းဖွဲ့မှတ်တမ်းအရ ကုမ္ပဏီတစ်ခု ဖွဲ့စည်းရန်လိုလားသည့် အလျောက် ကျွန်ုပ်တို့၏ အမည်အသီးသီးနှင့် ယှဉ်တွဲ၍ပြထားသော အစုရှယ်ယာများကို ကုမ္ပဏီ၏ မတည် ရင်းနှီးငွေတွင် ထည့်ဝင်ရယူကြရန် သဘောတူကြပါသည်။

စဉ်	အစုထည့်ဝင်သူများ၏ အမည်၊ နေရပ်လိပ်စာ နှင့် အလုပ်အကိုင်	နိုင်ငံသားနှင့် အမျိုးသားမှတ်ပုံတင် အမှတ်	ဝယ်ယူသော အစုရှယ်ယာ ဦးရေ	ထိုးပြလက်မှတ်
1.	JIANGSU SOHO SILK CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u>	Incorporated in China.	4080	
(a)	MR. HUANG TIANSHU No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 49037241		
(b)	MR. SUN FENG No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 53211513		
(c)	MR. MA CHANGYUN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. E 04842096		

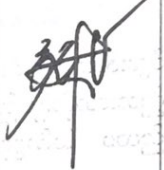
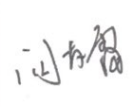
ရန်ကုန်၊ နေပြည်တော်၊ ရန်ကုန်၊
အထက်ပါ လက်မှတ်ရှင်များသည် ကျွန်ုပ်တို့၏ ရှေ့မှောက်တွင်
လက်မှတ်ရေးထိုးကြပါသည်။

လ၊

ရက်။

(၃)

အောက်တွင် အမည်၊ နိုင်ငံသား၊ နေရပ်နှင့် အကြောင်းအရာစုံလင်စွာပါသော ဇယားတွင် လက်မှတ်ရေးထိုးသူ ကျွန်ုပ်တို့ ကိုယ်စီ ကိုယ်မှသည် ဤသင်းဖွဲ့မှတ်တမ်းအရ ကုမ္ပဏီတစ်ခု ဖွဲ့စည်းရန်လိုလားသည့် အလျောက် ကျွန်ုပ်တို့၏ အမည်အသီးသီးနှင့် ယှဉ်တွဲ၍ပြထားသော အစုရှယ်ယာများကို ကုမ္ပဏီ၏ မတည်ရင်းနှီးငွေတွင် ထည့်ဝင်ရယူကြရန် သဘောတူကြပါသည်။

စဉ်	အစုထည့်ဝင်သူများ၏ အမည်၊ နေရပ်လိပ်စာ နှင့် အလုပ်အကိုင်	နိုင်ငံသားနှင့် အမျိုးသားမှတ်ပုံတင် အမှတ်	ဝယ်ယူသော အစုရှယ်ယာ ဦးရေ	ထိုးမြဲလက်မှတ်
2.	JIANGSU SOHO INTERNATIONAL GROUP CORPORATION No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u> (a) MR. ZHANG PEIGEN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Incorporated in China. Chinese PP. No. G 36080928	2320	
3.	TANCHENG LEINUO CLOTHING CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (a) MR. WEN YOULEI No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Incorporated in China. Chinese PP. No. E 75794879	1600	

ရန်ကုန်။

နေ့စွဲ။

ခုနှစ်။

လ။

ရက်။

အထက်ပါ လက်မှတ်ရှင်များသည် ကျွန်ုပ်တို့၏ ရှေ့မှောက်တွင် လက်မှတ်ရေးထိုးကြပါသည်။

မြန်မာနိုင်ငံ ကုမ္ပဏီများ အက်ဥပဒေ

အစုရှယ်ယာများဖြင့် ပေးရန်တာဝန် ကန့်သတ်ထားသော အများနှင့် မသက်ဆိုင်သည့် ကုမ္ပဏီ

ကျန် ၉ ဝိ ဟို (မြန်မာ) အင်ဒက်စထရီ ကုမ္ပဏီ လီမိတက်

၏

သင်းဖွဲ့စည်းမျဉ်းများ



၁။ ဤသင်းဖွဲ့စည်းမျဉ်းနှင့် လိုက်လျောညီထွေမဖြစ်သည့် စည်းမျဉ်းများမှအပ၊ မြန်မာနိုင်ငံကုမ္ပဏီများ အက်ဥပဒေ နောက်ဆက်တွဲ ပထမ ဖြစ်သည့် 'က' ပါစည်းမျဉ်းများသည် ဤကုမ္ပဏီနှင့် သက်ဆိုင်စေရမည်။ မြန်မာနိုင်ငံ ကုမ္ပဏီများအက်ဥပဒေပုဒ်မ ၁၇ (၂) တွင်ဖော်ပြပါရှိသည့် မလိုက်နာ မနေရ စည်းမျဉ်းများသည် ဤကုမ္ပဏီ နှင့် အစဉ်သဖြင့်သက်ဆိုင်စေရမည်။

အများနှင့် မသက်ဆိုင်သည့် ကုမ္ပဏီ

- ၂။ ဤကုမ္ပဏီသည် အများနှင့် မသက်ဆိုင်သည့် ကုမ္ပဏီဖြစ်၍ အောက်ပါ သတ်မှတ်ချက်များသည် အကျိုးသက် ရောက်စေရမည်။
- (က) ဤ ကုမ္ပဏီက ခန့်အပ်ထားသော ဝန်ထမ်းများမှ အပ၊ ဤ ကုမ္ပဏီ၏အစုရှင် အရေအတွက်ကို ငါးဆယ် အထိသာ ကန့်သတ်ထားသည်။
 - (ခ) ဤ ကုမ္ပဏီ၏ အစုရှယ်ယာ သို့မဟုတ် ဒီဗိုင်ချာ သို့မဟုတ် ဒီဗိုင်ချာတော်(မ်) တစ်ရပ်အတွက် ငွေထည့် ဝင်ရန် အများပြည်သူတို့အား ကမ်းလှမ်းချက်မပြုရန် တားမြစ်ထားသည်။

မတည်ရင်းနှီးငွေ နှင့် အစုရှယ်ယာ

- ၃။ ကုမ္ပဏီ၏သတ်မှတ်မတည်ငွေရင်းသည် အမေရိကန် ဒေါ်လာ ၁,၅၀၀,၀၀၀ /-
- (အမေရိကန် ဒေါ်လာ တစ်သန်း ငါးသိန်း တိတိ)ဖြစ်၍ အမေရိကန် ဒေါ်လာ ၁၀၀ /-
- (အမေရိကန် ဒေါ်လာ တစ်ရာ တိတိ) တန် အစုရှယ်ယာပေါင်း (၁၅,၀၀၀) ခွဲထားပါသည်။
- ကုမ္ပဏီ၏ ရင်းနှီးငွေကို ကုမ္ပဏီ၏ စည်းမျဉ်း များနှင့် လက်ရှိတရားဝင် တည်ဆဲဖြစ်နေသော တရားဥပဒေ ပြဌာန်းချက်များနှင့် အညီ အထွေထွေ သင်းလုံးကျွတ် အစည်းအဝေး၌ တိုးမြှင့်နိုင်ခွင့်၊ လျော့ချနိုင်ခွင့် နှင့် ပြင်ဆင်နိုင်ခွင့်အာဏာရှိစေရမည်။
- ၄။ မြန်မာနိုင်ငံကုမ္ပဏီများ အက်ဥပဒေပါ ပြဌာန်းချက်များကို မထိခိုက်စေလျက် အစုရှယ်ယာများသည် ဒါရိုက်တာများ၏ ကြီးကျယ်ကွပ်ကဲမှုအောက် တွင်ရှိစေရမည်။ ၎င်းဒါရိုက်တာများသည် သင့်လျော်သော ပုဂ္ဂိုလ်များအား သတ်မှတ်ချက် အခြေအနေ တစ်စုံတစ်ရာဖြင့် အစုရှယ်ယာ များကို ခွဲဝေချ ထားခြင်း သို့မဟုတ် ထုခွဲရောင်းချခြင်း တို့ကို ဆောင်ရွက် နိုင်သည်။

- ၅။ အစုရှယ်ယာ လက်မှတ်များကို အထွေထွေမန်နေဂျာ သို့မဟုတ် ဒါရိုက်တာအဖွဲ့က သတ်မှတ်ထားသည့် အခြားပုဂ္ဂိုလ်များက လက်မှတ်ရေးထိုး၍ ကုမ္ပဏီ၏ တံဆိပ်ရိုက်နှိပ်ပေးရမည်။ အစုရှယ်ယာ လက်မှတ်သည် ပုံမန်းပျက်ခြင်း၊ ပျောက်ဆုံးခြင်း၊ သို့မဟုတ် ပျက်စီးခြင်း ဖြစ်ပါက အစိုးအခံဖြင့် ပြန်လည်အသစ် ပြုလုပ်ပေးမှုကို သော်လည်းကောင်း၊ ဒါရိုက်တာများက သင့်လျော်သည်ဟု ယူဆသော အခြားသက်သေ အထောက်အထား တစ်စုံတစ်ရာ ကိုတင်ပြ စေ၍ သော်လည်းကောင်း ထုတ်ပေးနိုင်သည်။ ကွယ်လွန် သွားသော အစုရှယ်ယာ ရှင်တစ်ဦး၏ တရားဝင် ကိုယ်စားလှယ် ဒါရိုက်တာများက အသိအမှတ်ပြုပေးရမည်ဖြစ်သည်။
- ၆။ ဒါရိုက်တာများသည် အစုရှယ်ယာရှင်များက ၎င်းတို့၏ အစုရှယ်ယာများအတွက် မပေးသွင်းရသေးသော ငွေများကို၊ အခါအား လျော်စွာ တောင်းဆိုနိုင်သည်။ အစုရှင်တိုင်းကလည်း ၎င်းတို့ထံတောင်း ဆိုသည့် အကြိမ်တိုင်းအတွက် ဒါရိုက်တာ များက သတ်မှတ်သည့် အချိန်နှင့်နေရာတွင် ပေးသွင်းရန်တာဝန် ရှိစေရမည်။ ဆင့်ခေါ်မှုတိုင်းအတွက် အရစ်ကျ ပေးသွင်းစေခြင်း သို့မဟုတ် ပယ်ဖျက်ခြင်း သို့မဟုတ် ရွှေ့ဆိုင်းခြင်းတို့ကို ဒါရိုက်တာများကသတ်မှတ်နိုင်သည်။

ဒါရိုက်တာများ

- ၇။ သင်းလုံးကျွတ် အစည်းအဝေးက တစ်စုံတစ်ရာ သတ်မှတ်ပြဌာန်းမှု မပြုလုပ်သမျှ ဒါရိုက်တာများ၏ အရေအတွက်သည် (၂) ဦးထက်မနည်း (၉) ဦးထက်မများစေရ။ ပထမဒါရိုက်တာများသည် -

(၁) Mr. Huang Tianshu

(၄) Mr. Zhang Peigen

(၂) Mr. Sun Feng

(၅) Mr. Wen Youlei

(၃) Mr. Ma Changyun

တို့ဖြစ်ပါသည်။

- ၈။ ဒါရိုက်တာများသည် ၎င်းတို့ အနက်မှ တစ်ဦးကို မန်နေဂျင်း ဒါရိုက်တာအဖြစ် အချိန်အခါ အလိုက် သင့်လျော်သော သတ်မှတ်ချက်များ၊ ဉာဏ် ပူဇော်ခများဖြင့် ခန့်ထားရ မည်ဖြစ်ပြီး အခါအားလျော်စွာ ဒါရိုက်တာအဖွဲ့က ပေးအပ်သော အာဏာများ အားလုံးကို ၎င်းက အသုံးပြုနိုင်သည်။
- ၉။ ဒါရိုက်တာ တစ်ဦးဖြစ်မြောက်ရန် လိုအပ်သော အရည်အချင်းသည် ကုမ္ပဏီ အစုရှယ်ယာ အနည်းဆုံး (-) စုကို ပိုင်ဆိုင်ခြင်းဖြစ်၍ ၎င်းသည် မြန်မာနိုင်ငံ ကုမ္ပဏီများ အက်ဥပဒေ ၈၅ ပါ ပြဌာန်းချက်များကို လိုက်နာရန် တာဝန်ရှိသည်။
- ၁၀။ အစုရှယ်ယာများ လွှဲပြောင်းရန် တင်ပြချက်ကို မည်သည့် အကြောင်းပြချက်မျှ မပေးဘဲ ဒါရိုက်တာအဖွဲ့သည် ၎င်းတို့ ပြည့်စုံ၍ ချုပ်ချယ်ခြင်း ကင်းသော ဆင်ခြင်တွက်ဆမှုဖြင့် မှတ်ပုံတင်ရန် ငြင်းဆိုနိုင်သည်။

ဒါရိုက်တာများ၏ ဆောင်ရွက်ချက်များ

- ၁၁။ ဒါရိုက်တာများသည် ၎င်းတို့ သင့်လျော်သည့် ထင်မြင်သည့်အတိုင်း လုပ်ငန်းဆောင်ရွက်ရန် တွေ့ဆုံဆွေးနွေးခြင်း အစည်းရွှေ့ဆိုင်းခြင်း၊ အချိန်မှန်စည်းဝေးခြင်း၊ အစည်းအဝေးအထ မြောက်ရန်အနည်းဆုံး ဒါရိုက်တာ ဦးရေသတ်မှတ်ခြင်းတို့ကို ဆောင်ရွက်နိုင်သည်။ ယင်းသို့ မသတ်မှတ်ပါက ဒါရိုက်တာနှစ်ဦး တက်ရောက်လျှင် အစည်းအဝေး အထမြောက်ရမည်။ အစည်းအဝေးတွင် မည်သည့်ပြဌာနာမဆို ပေါ်ပေါက်ပါက မန်နေဂျင်း ဒါရိုက်တာ၏ အဆုံးအဖြတ်သည် အတည်ဖြစ်ရမည်။ မည်သည့်ကိစ္စများကိုမဆို မဲခွဲဆုံးဖြတ်ရာတွင် မဲအရေအတွက်တူနေပါက သဘာပတိသည် ဒုတိယမဲ သို့မဟုတ် အနိုင်မဲကို ပေးနိုင်သည်။
- ၁၂။ ဒါရိုက်တာများ၏ အစည်းအဝေးကို မည်သည့် ဒါရိုက်တာကမဆို အချိန်မရွေးခေါ်နိုင်သည်။

၁၃။ ဒါရိုက်တာအားလုံးက လက်မှတ်ရေးထိုးထားသော ရေးသားထားသည့် ဆုံးဖြတ်ချက်တစ်ရပ်သည် နည်းလမ်းတကျ ခေါ်ယူကျင်းပသော အစည်းအဝေးက အတည်ပြုသည့် ဆုံးဖြတ်ချက်ကိုသို့ပင် ကိစ္စအားလုံး အတွက် အကျိုး သက်ရောက်စေရမည်။

ဒါရိုက်တာများ၏ လုပ်ပိုင်ခွင့်နှင့်တာဝန်များ

၁၄။ မြန်မာနိုင်ငံ ကုမ္ပဏီများအက်ဥပဒေ နောက်ဆက်တွဲဇယားပုံစံ (က)ပါ စည်းမျဉ်းအပိုဒ် ၇၁ တွင် ပေးအပ်ထားသော အထွေထွေ အာဏာများကို မထိခိုက်စေဘဲ ဒါရိုက်တာများသည် အောက်ဖော်ပြပါ အာဏာများ ရှိရမည်ဟု အတိအလင်း ထုတ်ဖော်ကြေညာသည်။ အာဏာဆိုသည်မှာ -

- (၁) ဒါရိုက်တာများက သင့်လျော်သည်ဟုယူဆသော တန်ဖိုးနှင့်စည်းကမ်းများ၊ အခြေအနေများ သတ်မှတ်၍ ကုမ္ပဏီကရယူရန်အာဏာရှိသည် မည်သည့်ပစ္စည်း၊ အခွင့်အရေးများ၊ အခွင့်အလမ်းများကိုမဆိုဝယ်ယူရန် သို့မဟုတ် အခြားနည်းလမ်းများဖြင့်ရယူပိုင်ဆိုင်ရန်အပြင် ကုမ္ပဏီကပိုင်ဆိုင်ခွင့်ရှိသောမည်သည့်ပစ္စည်း၊ အခွင့်အရေးများ၊ အခွင့်အလမ်းများကိုမဆို သင့်တော်သောစည်းကမ်းချက်များ သတ်မှတ်၍ရောင်းချခြင်း၊ အငှားချခြင်း၊ စွန့်လွှတ်ခြင်း၊ သို့မဟုတ် အခြားနည်းလမ်းများဖြင့် ဆောင်ရွက်ခြင်းတို့ကို ပြုလုပ်ရန်။
- (၂) သင့်လျော်သောစည်းကမ်းသတ်မှတ်ချက်များဖြင့်ငွေကြေးများကိုချေးငှားရန် သို့မဟုတ်အဆိုပါချေးငှား သော ငွေကြေးများကို ပြန်လည်ပေးဆပ်ရန်အတွက် အာမခံများထားရှိရန်အပြင်၊ အထူးသဖြင့် ဤကုမ္ပဏီ၏ ဒီဘင်ချာများ၊ ဒီဘင်ချာစဘော့(စ်)များ၊ ခေါ်ယူခြင်းမပြုရသေးသော ရင်းနှီးငွေများအပါအဝင် ယခုလက်ရှိ နှင့် နောင်ရှိမည့် ပစ္စည်းများအားလုံး သို့မဟုတ် တစ်စိတ်တစ်ဒေသကို အပေါင်ပြု၍ ထုတ်ဝေရန်။
- (၃) ဤကုမ္ပဏီက ရယူထားသော အခွင့်အရေးများ သို့မဟုတ် ဝန်ဆောင်မှုများအတွက် အားလုံး သို့မဟုတ် တစ်စိတ်တစ်ဒေသကို ငွေကြေးအားဖြင့် ပေးချေရန်၊ သို့မဟုတ် အစုရှယ်ယာများ၊ ငွေချေးစာချုပ်များ၊ ဒီဘင်ချာများ သို့မဟုတ် ဤကုမ္ပဏီ၏အခြားသော အာမခံစာချုပ်များကို ထုတ်ပေးရန်၊ ထို့အပြင် အဆိုပါ အစုရှယ်ယာများ ထုတ်ပေးရာ၌ ငွေအပြည့် ပေးသွင်းပြီးသော အစုရှယ်ယာအနေဖြင့် သော်လည်းကောင်း၊ တစ်စိတ်တစ်ဒေသ ပေးသွင်းပြီးသော အစုရှယ်ယာများ အနေဖြင့်သော်လည်းကောင်း သဘောတူညီသကဲ့သို့ ထုတ်ဝေပေးရန်နှင့် အဆိုပါ ငွေချေးစာချုပ်များ၊ ဒီဘင်ချာများ သို့မဟုတ် ကုမ္ပဏီ၏ အခြားသော အာမခံ စာချုပ်များဖြင့် ထုတ်ဝေပေးရာ၌ ခေါ်ဆိုခြင်း မပြုရသေးသော ရင်းနှီးငွေများ အပါအဝင် ဤကုမ္ပဏီ၏ ပစ္စည်းအားလုံး သို့မဟုတ် တစ်စိတ်တစ်ဒေသကို အပေါင်ပြု၍ဖြစ်စေ၊ ထိုကဲ့သို့မဟုတ်ဘဲဖြစ်စေ ထုတ်ပေးရန်။
- (၄) ဤကုမ္ပဏီနှင့် ပြုလုပ်ထားသော ကန်ထရိုက်စာချုပ်များ၊ တာဝန်ယူထားသည့်လုပ်ငန်းများ ပြီးစီးအောင် ဆောင်ရွက်စေခြင်း အလို့ငှာခေါ်ယူခြင်း မပြုရသေးသော ရင်းနှီးငွေများ အပါအဝင် ဤကုမ္ပဏီ၏ ပစ္စည်းရပ်များ အားလုံး သို့မဟုတ် တစ်စိတ်တစ်ဒေသကို ပေါင်နှံ၍ သော်လည်းကောင်း၊ အပေါင်ပြု၍ သော်လည်းကောင်း သို့မဟုတ် အစုရှယ်ယာများအတွက် ငွေများ တောင်းခံခေါ်ယူ၍ သော်လည်းကောင်း ခွင့်ပြုရန် သို့မဟုတ် သင့်လျော်သည့်အတိုင်း ဆောင်ရွက်ရန်။
- (၅) မန်နေဂျာများ၊ အတွင်းရေးမှူးများ၊ အရာရှိများ၊ စာရေးများ၊ ကိုယ်စားလှယ်များနှင့် ဝန်ထမ်းများကိုအမြဲ တမ်း ယာယီ သို့မဟုတ် အထူးကိစ္စရပ်များအတွက်ခန့်ထားခြင်း၊ ရပ်စဲခြင်း၊ ဆိုင်းငံ့ခြင်းများအတွက်လည်း ကောင်း အဆိုပါ ပုဂ္ဂိုလ်တို့၏တာဝန်များ၊ အာဏာများ၊ လစာငွေများ၊ အခြားငွေကြေးများကို သတ်မှတ် ရာ၌လည်းကောင်း၊ အာမခံပစ္စည်းများ တောင်းခံရာ၌လည်းကောင်း သင့်လျော်သလိုဆောင်ရွက်ရန်၊ ထို့ အပြင် အဆိုပါကိစ္စရပ်များအတွက် ကုမ္ပဏီ၏ မည်သည့်အရာရှိကိုမဆို ကိစ္စရပ်အားလုံးကို ဖြစ်စေ၊ တစ်စိတ် တစ်ဒေသကိုဖြစ်စေ ဒါရိုက်တာများ၏ကိုယ်စား ဆောင်ရွက်နိုင်ရေးအတွက် တာဝန်လွှဲအပ်ရန်။
- (၆) ဤကုမ္ပဏီ၏ ဒါရိုက်တာတစ်ဦးအား ဒါရိုက်တာရာထူးနှင့် တွဲဖက်၍ မန်နေဂျင်း ဒါရိုက်တာ၊ အထွေထွေ မန်နေဂျာ၊ အတွင်းရေးမှူး သို့မဟုတ် ဌာနခွဲ မန်နေဂျာအဖြစ် ခန့်ထားရန်။
- (၇) မည်သည့် အစုရှင်ထံမှမဆို ၎င်းတို့၏ အစုရှယ်ယာများအားလုံးကို ဖြစ်စေ၊ အချို့အဝက်ကိုဖြစ်စေ စွန့်လွှတ်ခြင်းအား သဘောတူညီသောစည်းကမ်းများဖြင့် လက်ခံရန်။

- (၈) ဤကုမ္ပဏီက ပိုင်ဆိုင်သော သို့မဟုတ် ပိုင်ဆိုင်ခွင့်ရှိသော သို့မဟုတ် အခြားအကြောင်းများကြောင့်ဖြစ်သော မည်သည့် ပစ္စည်းကိုမဆို ကုမ္ပဏီ၏ကိုယ်စား လက်ခံထိန်းသိမ်းထားရန်အတွက် မည်သည့်ပုဂ္ဂိုလ် သို့မဟုတ် ပုဂ္ဂိုလ်များကိုမဆို ခန့်ထားရန်နှင့် အဆိုပါ ယုံမှတ် အပ်နှံခြင်းများနှင့် ပတ်သက်၍ လိုအပ်သော စာချုပ် စာတမ်းများ ရှိပါက ပြုလုပ်ရန်။
- (၉) ဤကုမ္ပဏီ၏ အရေးအရာများနှင့် စပ်လျဉ်း၍ ဤကုမ္ပဏီက ပြုလုပ်သော သို့မဟုတ် ဤကုမ္ပဏီအပေါ် သို့မဟုတ် ဤကုမ္ပဏီ၏ အရာရှိများအပေါ် ပြုလုပ်သော တရားဥပဒေအရ စွဲဆို ဆောင်ရွက်မှုများကို တရားစွဲဆို၊ အရေးယူ၊ ခုခံကာကွယ်ရန် သို့မဟုတ် ခွင့်လွှတ်ရန်၊ ထို့အပြင် ဤကုမ္ပဏီက ရရန်ရှိသော ကြွေးမြီများနှင့် ဤကုမ္ပဏီအပေါ် တောင်းခံသော ကြွေးမြီများနှင့်ပတ်သက်၍ ပေးဆပ်ရန် အချိန်ကာလ ရွှေ့ဆိုင်းခွင့်ပြုခြင်း သို့မဟုတ် နှစ်ဦးနှစ်ဖက် သဘောတူ ကျေအေးခြင်းများ ပြုလုပ်ရန်။
- (၁၀) ဤကုမ္ပဏီက ပေးရန်ရှိသော သို့မဟုတ် ရရန်ရှိသော ငွေကောင်းခံခြင်းများကို ဖြန့်ဖြူးရေး ခုံသမာဓိထံသို့ ဖြေရှင်းရန်အတွက် အပ်နှံရန်အပြင် ဖြန့်ဖြူးရေး ခုံသမာဓိ၏ ဆုံးဖြတ်ချက်အတိုင်း လိုက်နာဆောင်ရွက်ရန်။
- (၁၁) ဤကုမ္ပဏီက ရရန်ရှိသောတောင်းဆိုချက်၊ တောင်းခံချက်များနှင့် ကုမ္ပဏီသို့ပေးရန်ရှိသော ငွေကြေးများအတွက် ပြေစာများ ပြုလုပ် ထုတ်ပေးခြင်း၊ လျှော်ပစ်ခြင်းနှင့် အခြားသောနည်းဖြင့်စွန့်လွှတ်ခြင်းများကို ပြုလုပ်ရန်။
- (၁၂) လွှဲစာရင်းခံရခြင်း၊ ကြွေးမြီ မဆပ်နိုင်ခြင်း ကိစ္စများနှင့် ပတ်သက်၍ ကုမ္ပဏီ၏ကိုယ်စား ဆောင်ရွက်ရန်။
- (၁၃) ငွေလွှဲစာတမ်းများ၊ ချက်လက်မှတ်များ၊ ဝန်ခံကတိစာချုပ်များ ထပ်ဆင့် လက်မှတ်ရေးထိုးခြင်းများ၊ လျှော်ပစ် ခြင်းများ၊ ကန်ထရိုက် စာချုပ်များနှင့်စာရွက်စာတမ်းများကို ကုမ္ပဏီ၏ကိုယ်စား မည်သူက လက်မှတ် ရေးထိုးခွင့် ရှိသည်ကို စိစစ်သတ်မှတ်ရန်။
- (၁၄) ဒါရိုက်တာများက သင့်လျော်သည်ဟု ယူဆပါက သင့်လျော် လျှောက်ပတ်သောနည်းလမ်းများဖြင့် လတ်တလော အသုံးပြုရန် မလိုသေးသော ကုမ္ပဏီပိုင် ငွေများကို အာမခံပစ္စည်း ပါသည်ဖြစ်စေ၊ မပါသည်ဖြစ်စေ ရင်းနှီးမြှုပ်နှံ ထားရန်နှင့် စီမံခန့်ခွဲထားရန်။ ထို့အပြင် အချိန်ကာလအားလျော်စွာ မြှုပ်နှံထားသောငွေကို ပြန်လည်ရယူရန်နှင့် ပြင်ဆင်ပြောင်းလွှဲရန်။
- (၁၅) ဤကုမ္ပဏီ၏ အကျိုးအတွက် ငွေကြေး စိုက်ထုတ် ကုန်ကျခံထားသော ဒါရိုက်တာ သို့မဟုတ် အခြား ပုဂ္ဂိုလ်များက ကုမ္ပဏီ၏ (လက်ရှိနှင့် နောင်တွင်ရှိမည့်) ပစ္စည်းများကို ဤကုမ္ပဏီ၏ အမည်ဖြင့်ဖြစ်စေ၊ ဤကုမ္ပဏီ၏ ကိုယ်စားဖြစ်စေ ပေါင်နှံခြင်းကို သင့်လျော်သည်ဟု ယူဆပါက ဆောင်ရွက်ခွင့်ပြုရန်။ အဆိုပါ ပေါင်နှံခြင်းဆိုရာ၌ ရောင်းချနိုင်သည့် အာဏာနှင့် အခြားသော သဘောတူညီထားသည့် တရားဝင် သဘော တူညီချက်များနှင့် ဥပဒေပြဋ္ဌာန်းချက်များပါ ပါဝင်သည်။
- (၁၆) ဤကုမ္ပဏီကခန့်အပ်ထားသော မည်သည့်အရာရှိသို့မဟုတ် ပုဂ္ဂိုလ်ကိုမဆို အတိအကျဆောင်ရွက်ခဲ့သည့်လုပ်ငန်း သို့မဟုတ် ဆောင်ရွက်မှုတစ်ခုအတွက် ရရှိသော အမြတ်ငွေမှ ကော်မရှင်ပေးခြင်း သို့မဟုတ် ကုမ္ပဏီ၏ အထွေထွေ အမြတ်အစွန်းမှ ခွဲဝေပေး ခြင်းများ ပြုလုပ်ရန်နှင့် အဆိုပါကော်မရှင်များ၊ အမြတ်များခွဲဝေပေးခြင်း စသည်တို့ကို ဤကုမ္ပဏီ၏လုပ်ငန်းကုန်ကျစရိတ် တစ်စိတ်တစ်ဒေသအဖြစ် သတ်မှတ်ရန်။
- (၁၇) ဤကုမ္ပဏီ၏လုပ်ငန်းများ၊ အရာရှိများ ဝန်ထမ်းများနှင့် အရရှင်များအတွက် ထုတ်ပြန်ထားသော စည်းမျဉ်းများ၊ စည်းကမ်းချက်များ၊ စည်းကမ်းဥပဒေများကို အခါအားလျော်စွာ သတ်မှတ်ခြင်း၊ ပြင်ဆင်ခြင်း၊ ဖြည့်စွက်ခြင်း များ ဆောင်ရွက်ရန်။
- (၁၈) ဤကုမ္ပဏီ၏လုပ်ငန်းအတွက် ဤကုမ္ပဏီ၏အမည်ဖြင့်ဖြစ်စေ၊ ဤကုမ္ပဏီ၏ကိုယ်စားဖြစ်စေ လိုအပ်သည်ဟု ယူဆလျှင် ညှိနှိုင်းဆွေးနွေးခြင်းနှင့် ကန်ထရိုက်စာချုပ် ချုပ်ဆိုခြင်းများကို ပြုလုပ်ရန်၊ ဖျက်သိမ်းရန်နှင့် ပြင်ဆင်ရန် အပြင် အဆိုပါ ဆောင်ရွက်ချက် စာချုပ်များနှင့် ကိစ္စရပ်များကိုလည်းကောင်း၊ ၎င်းတို့နှင့် စပ်လျဉ်းသော ကိစ္စရပ်များကို လည်းကောင်း လုပ်ကိုင်ဆောင်ရွက်ရန်။
- (၁၉) ဒါရိုက်တာများက သင့်လျော်လျှောက်ပတ်သည်ဟု ယူဆပါက ကုမ္ပဏီ၏ စီးပွားရေးလုပ်ငန်းတွင် အကျိုးရှိ စေရန်အတွက် မည်သည့် ပြည်တွင်းပြည်ပ ပုဂ္ဂိုလ်၊ စီးပွားရေး အဖွဲ့အစည်း၊ ကုမ္ပဏီ သို့မဟုတ် ဘဏ် သို့မဟုတ် ငွေကြေးအဖွဲ့အစည်းထံမှ မဆို ငွေချေးယူရန်။

အထွေထွေအစည်းအဝေးကြီးများ

၁၅။ ကုမ္ပဏီကိုဥပဒေအရ ဖွဲ့စည်းတည်ထောင်ပြီးသည့်နေ့မှ တစ်ဆယ့်ရှစ်လအတွင်း အထွေထွေသင်းလုံးကျွတ် အစည်းအဝေးကြီးကိုကျင်းပရမည်။ ထို့နောက် ဒါရိုက်တာအဖွဲ့က သတ်မှတ်ပေးသည့် အချိန်နှင့် နေရာများတွင် ပြက္ခဒိန်နှစ်တစ်နှစ်လျှင် အနည်းဆုံးတစ်ကြိမ် (နောက်ဆုံးကျင်းပသည့် အထွေထွေအစည်းအဝေးကြီးနှင့် တစ်ဆယ့်ငါးလထက် မပိုသည့်အချိန်၌) ကျင်းပရမည်။ သင်းလုံးကျွတ် အစည်းအဝေးစတင်၍ လုပ်ငန်းအတွက် ဆွေးနွေးချိန်တွင် အစည်းအဝေးအထမြောက်ရန် သတ်မှတ်သည့် အစုရှင်အရေအတွက် မတက်ရောက်သော မည်သည့်သင်းလုံးကျွတ် အစည်းအဝေးတွင်မဆို လုပ်ငန်းနှင့် ပတ်သက်၍ ဆုံးဖြတ်ဆောင်ရွက်ခြင်းမပြုရ။ ဤတွင်အခြားနည်း သတ်မှတ်ပြဌာန်းခြင်း မရှိလျှင် ထုတ်ဝေထားသည့် မ၊တည် ရင်းနှီးငွေ အစုရှယ်ယာများ၏ ငါးဆယ်ရာခိုင်နှုန်းထက်မနည်း ပိုင်ဆိုင်ကြသည့် (နှစ်ဦးထက်မနည်းသော) အစုရှင်များ ကိုယ်တိုင်တက်ရောက်လျှင် လုပ်ငန်းကိစ္စအားလုံး ဆောင်ရွက်ရန်အတွက် အစည်းအဝေးအထမြောက်သည်ဦးရေ ဖြစ်သည်။ အကယ်၍ ကုမ္ပဏီတွင်အစုရှင်အရေအတွက် နှစ်ဦးတည်းသာရှိသည့် ကိစ္စတွင်မူ ထိုနှစ်ဦးတည်းသည်ပင်လျှင် အစည်းအဝေး အထမြောက်ရန် သတ်မှတ်သည့် အရေအတွက် ဖြစ်စေရမည်။

အမြတ်ဝေစုများ

၁၆။ သင်းလုံးကျွတ်အစည်းအဝေးတွင် ဤကုမ္ပဏီ၏ အစုရှင်များအား ခွဲဝေပေးမည့် အမြတ်ဝေစုကို ကြေညာရမည်။ သို့ရာတွင် အမြတ်ဝေစုသည် ဒါရိုက်တာများက ထောက်ခံသော ငွေပမာဏထက် မကျော်လွန်စေရ။ သက်ဆိုင်ရာနှစ်၏ အမြတ်ပမာဏ သို့မဟုတ် အခြားမခွဲဝေရသေးသည့် အမြတ်ပမာဏမှအပ အမြတ်ဝေစုကို ခွဲဝေမပေးရ။

ရုံးဝန်ထမ်းများ

၁၇။ ကုမ္ပဏီသည် လုပ်ငန်းရုံးတစ်ခုကို ဖွင့်လှစ်၍ ဆောင်ရွက်မည်ဖြစ်ပြီး အရည်အချင်း ပြည့်မီသူပုဂ္ဂိုလ်တစ်ဦးအား အထွေထွေမန်နေဂျာအဖြစ် ခန့်အပ်ရန်နှင့် အခြားအရည်အချင်း ပြည့်မီသူများအား ရုံးဝန်ထမ်းများအဖြစ် ခန့်အပ်မည်ဖြစ်သည်။ လစာ၊ ခရီးသွားလာစရိတ်နှင့် အခြားအသုံးစရိတ်များကိုသို့သော ဉာဏ်ပူဇော်ခများနှင့် အကြေးငွေများကို ဒါရိုက်တာအဖွဲ့က သတ်မှတ်မည်ဖြစ်ပြီး ၎င်းသတ်မှတ်ချက်များကို သင်းလုံးကျွတ် အစည်းအဝေးက အတည်ပြုရမည်။ အထွေထွေမန်နေဂျာသည် လုပ်ငန်းရုံး၏ ထိရောက်စွာလုပ်ငန်း လည်ပတ်မှုအားလုံးအတွက် တာဝန်ရှိစေရမည်ဖြစ်ပြီး မန်နေဂျင်း ဒါရိုက်တာအားတာဝန်ခံ၍ ဆောင်ရွက်ရမည်။

ငွေစာရင်းများ

၁၈။ ဒါရိုက်တာများသည် သင့်လျော်သည့် ငွေစာရင်းစာအုပ်များကို အောက်ဖော်ပြပါ သတ်မှတ်ချက်များနှင့်အညီ ထားသိုထိန်းသိမ်း ဆောင်ရွက်ရမည်။

- (၁) ကုမ္ပဏီ၏ ရငွေ၊ သုံးငွေများ၏ ပမာဏနှင့် ၎င်းရငွေ၊ သုံးငွေများ ဖြစ်ပေါ်ခြင်းနှင့် စပ်လျဉ်းသည့် အကြောင်းကိစ္စများ။
- (၂) ကုမ္ပဏီ၏ ကုန်ပစ္စည်းများ ရောင်းချခြင်းနှင့် ဝယ်ယူခြင်းများ။
- (၃) ဤကုမ္ပဏီ၏ ရရန်ပိုင်ခွင့်နှင့် ပေးရန်တာဝန်များ။

၁၉။ ငွေစာရင်းစာအုပ်အားလုံးကို ဤကုမ္ပဏီ၏ မှတ်ပုံတင်ထားသော လုပ်ငန်းရုံး သို့မဟုတ် ဒါရိုက်တာများက သင့်လျော်သည့်ဟု ထင်မြင်ယူဆသော အခြားနေရာတွင် သိမ်းဆည်းထားရမည်ဖြစ်ပြီး၊ ရုံးချိန်အတွင်း၌ ဒါရိုက်တာများက စစ်ဆေးနိုင်ရန် ပြသထားရမည်။

စာရင်းစစ်

၂၀။ စာရင်းစစ်များကို ခန့်အပ်ထားရမည်။ ၎င်းစာရင်းစစ်များ၏ တာဝန်သည် မြန်မာနိုင်ငံ ကုမ္ပဏီများ အက်ဥပဒေ သို့မဟုတ် အခါအားလျော်စွာ ပြင်ဆင်သတ်မှတ်သည့် စည်းမျဉ်း စည်းကမ်းများနှင့် လိုက်လျောညီထွေ ဖြစ်ရမည်။

နို့တစ်စာ

၂၁။ ဤကုမ္ပဏီသည် မည်သည့်အစုရှင်ထံသို့မဆို နို့တစ်စာကို လက်ရောက်ပေးအပ်ခြင်း သို့မဟုတ် နို့တစ်စာပါသော စာကို စာတိုက်ခံ ကြိုတင်ပေးထား၍ ၎င်းအစုရှင်ထံ မှတ်ပုံတင်လိပ်စာအတိုင်း စာတိုက်မှတစ်ဆင့် လိပ်မူ ပေးပို့ခြင်းအားဖြင့် ပေးပို့နိုင်သည်။

တံဆိပ်

၂၂။ ဒါရိုက်တာများသည် တံဆိပ်ကို လုံခြုံစွာထိန်းသိမ်းထားရန်အတွက် စီမံဆောင်ရွက်ရမည်။ ထိုတံဆိပ်ကို ဒါရိုက်တာ များကကြိုတင်ပေးအပ်ထားသည့် ခွင့်ပြုချက်ဖြင့်မှတစ်ပါး၊ ထို့အပြင် အနည်းဆုံး ဒါရိုက်တာတစ်ဦး ရှေ့မှောက်တွင်မှ တစ်ပါး မည်သည့်အခါမျှ မသုံးရ။ တံဆိပ်ရိုက်နှိပ်ထားသည့် စာရွက်စာတမ်းတိုင်းတွင် ထိုဒါရိုက်တာက လက်မှတ်ရေးထိုးရမည်။

လျော်ကြေး

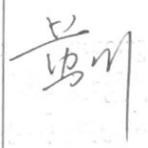
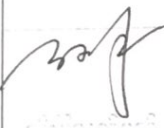

၂၃။ မြန်မာနိုင်ငံကုမ္ပဏီများ အက်ဥပဒေ ပုဒ်မ ၈၆ (ဂ) တွင် ဖော်ပြပါရှိသည့် ပြဋ္ဌာန်းချက်များ၊ လက်ရှိတရားဝင် တည်ဆဲဥပဒေပြဋ္ဌာန်းချက်များနှင့် မဆန့်ကျင်စေဘဲ ကုမ္ပဏီ၏ ဒါရိုက်တာ၊ စာရင်းစစ်၊ အတွင်းရေးမှူး သို့မဟုတ် အခြားအရာရှိ တစ်ဦးဦးမှာ မိမိ၏ တာဝန် ဝတ္တရားများကို ဆောင်ရွက်ရာ၌ဖြစ်စေ၊ ထိုတာဝန် ဝတ္တရားများနှင့် စပ်လျဉ်း၍ဖြစ်စေ ကျခံခဲ့ရသည့်စရိတ်များ၊ တောင်းခံငွေများ၊ ဆုံးရှုံးငွေများ၊ ကုန်ကျငွေများနှင့် ကြွေးမြီတာဝန်များ အတွက် ကုမ္ပဏီထံမှ လျော်ကြေး ရထိုက်ခွင့်ရှိစေရမည်။

ဖျက်သိမ်းခြင်း

၂၄။ ကုမ္ပဏီ၏ အထွေထွေအစည်းအဝေး ဆုံးဖြတ်ချက်ဖြင့် ကုမ္ပဏီအား ဖျက်သိမ်းနိုင်သည်။ ယင်းသို့ ဖျက်သိမ်းရာ တွင် မြန်မာနိုင်ငံကုမ္ပဏီများ အက်ဥပဒေများနှင့် ယင်းဥပဒေများအား အခါအားလျော်စွာ ပြင်ဆင်ပြောင်းလဲထားသည့် တရားဥပဒေများတွင် ပါဝင်သည့် စည်းမျဉ်းများအတိုင်း လိုက်နာပြုလုပ်ရမည်။



အောက်တွင် အမည်၊ နိုင်ငံသား၊ နေရပ်နှင့် အကြောင်းအရာစုံလင်စွာပါသော ဇယားတွင် လက်မှတ်ရေးထိုးသူ ကျွန်ုပ်တို့ ကိုယ်စီကိုယ်တိုင်သည် ဤသင်းဖွဲ့စည်းမှုအရ ကုမ္ပဏီတစ်ခုဖွဲ့စည်းရန် လိုလားသည့် အလျောက် ကျွန်ုပ်တို့၏ အမည်အသီးသီးနှင့် ယှဉ်တွဲ၍ပြထားသော အစုရှယ်ယာများကို ကုမ္ပဏီ၏ မတည် ရင်းနှီးငွေတွင် ထည့်ဝင်ရယူကြရန် သဘောတူကြပါသည်။

စဉ်	အစုထည့်ဝင်သူများ၏ အမည်၊ နေရပ်လိပ်စာ နှင့် အလုပ်အကိုင်	နိုင်ငံသားနှင့် အမျိုးသားမှတ်ပုံတင် အမှတ်	ဝယ်ယူသော အစုရှယ်ယာ ဦးရေ	ထိုးမြဲလက်မှတ်
1.	JIANGSU SOHO SILK CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u>	Incorporated in China.	4080	
(a)	MR. HUANG TIANSHU No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 49037241		
(b)	MR. SUN FENG No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 53211513		
(c)	MR. MA CHANGYUN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. E 04842096		

ရန်ကုန်၊ နေ့စွဲ။ ခုနစ်၊
အထက်ပါ လက်မှတ်ရှင်များသည် ကျွန်ုပ်တို့၏ ရှေ့မှောက်တွင်
လက်မှတ်ရေးထိုးကြပါသည်။

လ၊

ရက်။

THE MYANMAR COMPANIES ACT

PRIVATE COMPANY LIMITED BY SHARES

Memorandum Of Association

OF

JIANGSU SOHO COMPANY LIMITED
(MYANMAR) INDUSTRY



- I. The name of the Company is JIANGSU SOHO (MYANMAR) INDUSTRY COMPANY LIMITED.
- II. The registered office of the Company will be situated in the Union of Myanmar.
- III. The objects for which the company is established are as on the next page.
- IV. The liability of the members is limited.
- V. The authorized capital of the company is USD 1,500,000 /- (USD One Million and Five Hundred Thousand Only) divided into (15,000) shares of USD 100 /- (USD One Hundred Only) each, with power in General Meeting either to increase, reduce or alter such capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf.

(2)

6. The Objective for which the company is established are

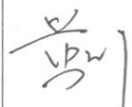


Manufacturing of Garment (CMP Basis)

7. To borrow money for the benefit of the Company's Business from any person, firm, company, bank or financial organization in the manner that the Company shall think fit.

PROVISO: Provided that the Company shall not exercise any of the above objects whether in the Union of Myanmar or elsewhere, save in so far as it may be entitled so as to do in accordance with the Laws, Orders and Notifications in force from time to time and only subject to such permission and or approval as may be prescribed by the Laws, Orders and Notifications of the Union of Myanmar for the time being in force.

(3)

We, the several persons, whose names, nationalities, addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

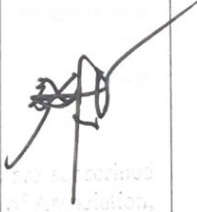
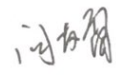
Sr. No.	Name, Address and Occupation of Subscribers	Nationality & N.R.C No.	Number Of Shares taken	Signatures
1.	JIANGSU SOHO SILK CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u>	Incorporated in China.	4080	
(a)	MR. HUANG TIANSHU No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 49037241		
(b)	MR. SUN FENG No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 53211513		
(c)	MR. MA CHANGYUN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. E 04842096		

Yangon Dated the day of

It is hereby certified that the persons mentioned above put their signatures in my presence.

(3)

We, the several persons, whose names, nationalities, addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sr. No.	Name, Address and Occupation of Subscribers	Nationality & N.R.C No.	Number Of Shares taken	Signatures
2.	JIANGSU SOHO INTERNATIONAL GROUP CORPORATION No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u>	Incorporated in China. Chinese PP. No. G 36080928	2320	
(a)	MR. ZHANG PEIGEN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)			
3.	TANCHENG LEINUO CLOTHING CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China.	Incorporated in China. Chinese PP. No. E 75794879	1600	
(a)	MR. WEN YOULEI No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)			

Yangon Dated the day of

It is hereby certified that the persons mentioned above put their signatures in my presence.

THE MYANMAR COMPANIES ACT

PRIVATE COMPANY LIMITED BY SHARES

Articles Of Association

OF

JIANGSU SOHO COMPANY LIMIED
(MYANMAR) INDUSTRY



1. The regulations contained in Table 'A' in the First Schedule to the Myanmar Companies Act shall apply to the Company save in so far as such regulations which are inconsistent with the following Articles. The compulsory regulations stipulated in Section 17 (2) of the Myanmar Companies Act Shall always be deemed to apply to the Company.

PRIVATE COMPANY

2. The Company is to be a Private Company and accordingly following provisions shall have effect: -
 - (a) *The member of the Company , exclusive of persons who are in the employment of the Company, shall be limited to fifty.*
 - (b) *Any invitation to the public to subscribe for any share or debenture or debenture stock of the Company is hereby prohibited.*

CAPITAL AND SHARES

3. The authorized capital of the company is USD 1,500,000 /- (USD One Million and Five Hundred Thousand Only) divided into (15,000) shares of USD 100 /- (USD One Hundred Only) each, with power in General Meeting either to increase, reduce or alter such capital from time to time in accordance with the regulations of the Company and the legislative provisions for the time being in force in this behalf.
4. Subject to the provisions of the Myanmar Companies Act the shares shall be under the control of the Directors, who may allot or otherwise dispose of the same to such persons and on such terms and conditions as they may determine.

(5)

1. The certificate of title shares shall be issued under the Seal of the Company, and signed by the General Manager or some other persons nominated by the Board of Directors. If the share certificate is defaced, lost or destroyed, it may be renewed on payment of such fee, if any, and so such terms, if any, as to evidence and indemnity as the Directors may think fit. The Legal representative of deceased member shall be recognized by the Directors.
2. The Directors may, from time to time make call upon the members in respect if any money unpaid on their shares, and each member shall be liable to pay the amount of every call so made payable by installments or may be revoked or postponed as the Directors may determine.

DIRECTORS

3. Unless otherwise determined by a General Meeting the number of Directors shall not be less than (2) and more than (9).
The First Directors shall be: -

(1) **Mr. Huang Tianshu**

(4) **Mr. Zhang Peigen**

(2) **Mr. Sun Feng**

(5) **Mr. Wen Youlei**

(3) **Mr. Ma Changyun**

4. The Directors may from time to time appoint one of their body to the office of the Managing Director for such terms and at such remuneration as they think fit and he shall have all the powers delegated to him by the Board of Directors from time to time.
5. The qualification of a Director shall be the holding of at least (-) shares in the Company in his or her own name and it shall be his duty to comply with the provision of Section (85) of the Myanmar Companies Act.
6. The Board of Directors may in their absolute and uncontrolled discretion refuse to register any proposed transfer of shares without assigning any reason.

PROCEEDINGS OF DIRECTORS

7. The Director may meet together for the dispatch of business, adjourn and otherwise regulate their meeting as they think fit and determine the quorum necessary for the transaction of business. Unless otherwise determined, two shall form a quorum. If any question arising at any meeting the Managing Director's decision shall be final. When any matter is put to a vote and if there shall be an equality of votes, the Chairman shall have a second or casting vote.
8. Any Director may at any time summon a meeting of Directors

13. A resolution in writing signed by all the Directors shall be as effective for all purposes as a resolution passed out at meeting of the Directors, duly called, held and constituted

POWERS AND DUTIES OF DIRECTORS

14. Without prejudice to the general power conferred by Regulation 71 of the Table "A" of the Myanmar Companies Act, it is hereby expressly declared that the Directors shall have the following powers, that is to say power:-

- (1) To purchase or otherwise acquire for the Company any property, rights or privileges which the Company is authorized to acquire at such price, and generally on such terms and conditions as they think fit; also to sell, lease, abandon or otherwise deal with any property, rights or privileges to which the Company may be entitled, on such terms and conditions as they may think fit.
- (2) To raise, borrow or secure the payment of such sum or sums in such manner and upon such terms and conditions in all respects as they think fit and in particular by the issue of debentures or debenture stocks of the Company charged upon all or any part of the property of the Company (both present and future) including its uncalled capital for the time being.
- (3) At their discretion, to pay for any rights acquired or services rendered to the Company, either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bonds, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital or not so charged.
- (4) To secure the fulfilment of any contract or engagement entered into by the Company by mortgage or charge upon all or any of the property of the Company and its uncalled capital for the time being or by granting calls on shares or in such manner as they may think fit.
- (5) To appoint at their discretion, remove or suspend such Managers, Secretaries, Officers, Clerks, Agents and Servants for permanent, temporary or special services as they may from time to time think fit and to determine their duties and powers and fix their salaries or emoluments and to require security in such instances in such amount as they think fit and to depute any officers of the Company to do all or any of these things on their behalf.
- (6) To appoint a Director as Managing Director, General Manager, Secretary or Departmental Manager in conjunction with his Directorship of the Company.
- (7) To accept from any member on such terms and conditions as shall be agreed on the surrender of his shares or any part thereof.

- (8) To appoint any person or persons to accept and hold in trust for the Company any property belonging to the Company or in which it is interested or for any other purposes and to execute and do all such deeds and things as may be requisite in relation to any such trust.
- (9) To institute, conduct, defend or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any debts due to or of any claims and demands by or against the Company.
- (10) To refer claims and demands by or against the Company to arbitration and to observe and perform the awards.
- (11) To make and give receipts, releases and other discharges for money payable to the Company and for the claims and demands of the Company.
- (12) To act on behalf of the Company in all matters relating to bankruptcy and insolvency.
- (13) To determine who shall be entitled to sign bills of exchange, cheques, promissory notes, receipts, endorsements, releases, contracts and documents for or on behalf of the Company.
- (14) To invest, place on deposit and otherwise deal with any of the moneys of the Company not immediately required for the purpose thereof, upon securities or without securities and in such manners as the Directors may think fit, and from time to time vary or realize such investments.
- (15) To execute in the name and on behalf of the Company in favour of any Director or other person who may incur or be about to incur any personal liability for the benefit of the Company, such mortgages of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on.
- (16) To give any officer or other person employed by the Company a commission on the profits of any particular business or transaction or a share in the general profit of the Company and such commission or share of profit shall be treated as part of the working expenses of the Company.
- (17) From time to time, to make, vary and repeal bye-laws for the regulation of the business of the Company, the officers and servants or the members of the Company or any section thereof.
- (18) To enter into all such negotiations and contracts and rescind and vary all such contracts and execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matter aforesaid or otherwise for the purposes of the Company.
- (19) To borrow money for the benefit of the Company's business from any person, firm or company or bank or financial organization of local and abroad in the manner that the Directors shall think fit.

GENERAL MEETINGS

15. A general meeting shall be held within eighteen months from the date of its incorporation and thereafter at least once in every calendar year at such time (not being more than fifteen months after the holding of the last preceding general meeting) and places as may be fixed by the Board of Directors. No business shall be transacted at any general meeting unless a quorum of members is presented at the time when the meeting proceeds to business, save as herein otherwise provided Member holding not less than 50 percent of the issued shares capital (not less than two members) personally present, shall form a quorum for all purposes. And if and when in the case of there are only two number of members in the Company, those two members shall form a quorum.

DIVIDENDS

16. The Company in general meeting may declare a dividend to be paid to the members, but no dividend shall exceed the amount recommended by the Directors. No dividends shall be paid otherwise than out of the profits of the year or any other undistributed profits.

OFFICE STAFF

17. The Company shall maintain an office establishment and appoint a qualified person as General Manager and other qualified persons as office staffs. The remunerations and allowances such as salaries, travelling allowances and other expenditures incidental to the business shall be determined by the Board of Directors, and approved by the general meeting. The General Manager shall be responsible for the efficient operation of the office in every respect and shall be held accountable at all times to the Managing Director.

ACCOUNTS

18. The Directors shall cause to be kept proper books of account with respect to:-
 (1) *all sums of money received and expended by the Company and the matters in respect of which the receipts and expenditures take place;*
 (2) *all sales and purchases of goods by the Company;*
 (3) *all assets and liabilities of the Company.*
19. The books of account shall be kept at the registered office of the Company or at such other place as the Directors shall think fit and shall be opened to inspection by the Directors during office hours.

AUDIT

20. Auditors shall be appointed and their duties regulated in accordance with the provisions of the Myanmar Companies Act or any statutory modifications thereof for the time being in force.

NOTICE

21. A notice may be given by the Company to any member either personally or sending it by post in a prepaid letter addressed to his registered address.

THE SEAL

22. The Directors shall provide for the safe custody of the Seal, and the Seal shall never be used except by the authority of the Directors previously given, and in the presence of one Director at least, who shall sign every instrument to which the Seal is affixed.

INDEMNITY

23. Subject to the provisions of Section 86 (C) of the Myanmar Companies Act and the existing laws, every Director, Auditor, Secretary or other officers of the Company shall be entitled to be indemnified by the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of the duties or in relation thereto.

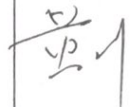
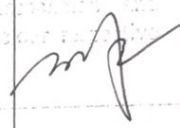
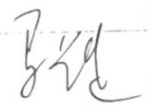
WINDING-UP

24. Subject to the provisions contained in the Myanmar Companies Act and the statutory modification thereupon, the Company may be wound up voluntarily by the resolution of General Meeting.



(10)

We, the several persons, whose names, nationalities, addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.


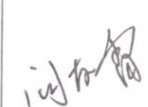
Sr. No.	Name, Address and Occupation of Subscribers	Nationality & N.R.C No.	Number Of Shares taken	Signatures
1.	JIANGSU SOHO SILK CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by.</u>	Incorporated in China.	4080	
(a)	MR. HUANG TIANSHU No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 49037241		
(b)	MR. SUN FENG No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. G 53211513		
(c)	MR. MA CHANGYUN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Chinese PP. No. E 04842096		

Yangon Dated the day of

It is hereby certified that the persons mentioned above
Put their signatures in my presence.

(10)

We, the several persons, whose names, nationalities, addresses and descriptions are subscribed below, are desirous of being formed into a Company in pursuance of this Articles of Association, and respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Sr. No.	Name, Address and Occupation of Subscribers	Nationality & N.R.C No.	Number Of Shares taken	Signatures
2.	JIANGSU SOHO INTERNATIONAL GROUP CORPORATION No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. <u>Represented by,</u> (a) MR. ZHANG PEIGEN No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Incorporated in China. Chinese PP. No. G 36080928	2320	
3.	TANCHENG LEINUO CLOTHING CO., LTD. No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (a) MR. WEN YOULEI No.48, Ruan Jian Road, Yu Hua, Nan Jing, Jiangsu Province, People Republic of China. (Merchant)	Incorporated in China. Chinese PP. No. E 75794879	1600	

Yangon Dated the day of

It is hereby certified that the persons mentioned above
Put their signatures in my presence.

3 Audlet

公 证 书

中华人民共和国山东省临沂市兰山公证处

郯城雷诺服装有限公司

审计报告

鲁舜兴会审字[2017]第 M3109 号

山东舜兴会计师事务所

审 计 报 告

鲁舜兴会审字[2017]第 M3109 号

郯城雷诺服装有限公司：

我们审计了后附的郯城雷诺服装有限公司财务报表，包括 2016 年 12 月 31 日资产负债表、2016 年 12 月的利润表和 2016 年 12 月的现金流量表以及会计报表附注。

一、管理层对财务报表的责任

按照企业会计准则和《小企业会计制度》的规定编制财务报表是郯城雷诺服装有限公司管理层的责任。这种责任包括：

(1) 设计、实施和维护与财务报表编制相关的内部控制，以使财务报表不存在由于舞弊或错误而导致的重大错报

(2) 选择和运用恰当的会计政策

(3) 作出合理的会计估计。

二、注册会计师的责任

我们的责任是在实施审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守职业道德规范，计划和实施审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序，以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断，包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时，我们考虑与财务报表编制相关的内部控制，以设计恰当的审计程序，但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性，以及评价财务报表的总体列报。

我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。

三、审计意见

我们认为郯城雷诺服装有限公司财务报表已经按照企业会计准则和《小企业会计制度》的规定编制，在所有重大方面公允反映了郯城雷诺服装有限公司 2016 年 12 月 31 日的财务状况以及 2016 年 12 月的经营成果和现金流量情况。

此页无正文。

- 附件：1、资产负债表
2、利润表
3、现金流量表
4、会计报表附注



济南市历下区花园路 213 号
历下软件产业园 A 座 C301 室

中国注册会计师：



中国注册会计师：

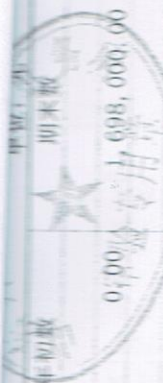


2017 年 08 月 23 日

编制单位: 邮城雷诺诺服装有限公司

2016年12月31日

资产	行次	年初数	期末数	负债及所有者权益	行次	年初数	期末数
流动资产:				流动负债:			
货币资金	1	6,636.38	804,461.64	短期借款	66		0.00
短期投资	2			应付票据	69		0.00
应收票据	3			应付账款	70		0.00
应收股利	4			预收账款	71		1,176,925.76
应收利息	5			应付工资	72		434,157.80
应收账款	6	0.00	1,170,676.46	应付福利费	73		0.00
其他应收款	7			应付股利	74		
预付账款	8	0.00	53,350.27	应交税金	75	-563.72	247,396.39
应收补贴款	9			其他应交款	80		
存货	10	69,043.50	107,330.81	其他应付款	81	873,000.00	938,000.55
待摊费用	11			预提费用	82		
一年内到期的长期债券投资	21			预计负债	83		
其他流动资产	24			一年内到期的长期负债	86		
				其他流动负债	90		
流动资产合计	31	75,579.88	2,135,819.18	流动负债合计	100	1,306,594.08	5,075,452.03
长期投资:				长期负债:			
长期股权投资	32			长期借款	101		
长期债权投资	34			应付债券	102		
长期投资合计	38			长期应付款	103		
固定资产:				专项应付款	106		
固定资产原价	39	1,585,059.90	2,267,507.75	其他长期负债	108		
减: 累计折旧	40	0.00	264,176.64	长期负债合计	110	0.00	0.00
固定资产净值	41	1,585,059.90	2,003,331.11	递延税项:			
减: 固定资产减值准备	42			递延税项贷项	111		
固定资产净额	43	1,585,059.90	2,003,331.11	负债总计	114	1,306,594.08	5,075,452.03
工程物资	44			少数股东权益			
在建工程	45	0.00	1,212,960.00	所有者权益(或股东权益):			
固定资产清理	46			实收资本(或股本)	115	300,000.00	300,000.00
固定资产合计	50	1,585,059.90	3,216,291.11	减: 已归还投资	116		
无形资产及其他资产:				实收资本(或股本)净额	117	300,000.00	300,000.00
无形资产	51			资本公积	118		
其他长期资产	52			盈余公积	119		
长期待摊费用	53	0.00	10,343.00	其中: 法定公益金	120		
无形资产及其他资产合计	60	0.00	10,343.00	未分配利润	121	54,145.70	-12,998.74
递延税项:				所有者权益(或股东权益)合计	122	354,145.70	287,001.25
递延税款借项	61			负债和所有者权益(或股东权益)总计	135	1,660,739.78	5,362,453.29
资产总计	67	1,660,739.78	5,362,453.29				



利润及利润分配表

编制单位：郯城雷诺服装有限公司

2016年12月

会企02表
单位：元

项 目	行次	本年累计数	本月数
一、主营业务收入	1	22,379,537.44	2,868,034.64
减：主营业务成本	2	21,929,670.48	2,806,280.55
主营业务税金及附加	3	186,756.25	24,516.76
二、主营业务利润（亏损以“-”号填列）	4	44,495,964.17	5,698,831.95
加：其他业务利润（亏损以“-”号填列）	5		
减：营业费用	6	166,936.15	19,944.00
管理费用	7	267,514.52	588.21
财务费用	8	94,314.11	10,675.12
三、营业利润（亏损以“-”号填列）	9	-265,654.07	6,030.00
加：投资收益（损失以“-”号填列）	10		
补贴收入	11		
营业外收入	12	200,000.00	200,000.00
减：营业外支出	13		
四、利润总额（亏损以“-”号填列）	14	-65,651.07	206,030.00
减：所得税	15	1,490.14	
少数股东权益	16		
五、净利润（亏损以“-”号填列）	17	-67,144.21	206,030.00
加：年初未分配利润	18		
其他转入	19		
六、可供分配的利润	20		
减：提取法定盈余公积	21		
提取法定公益金	22		
提取职工奖励及福利基金	23		
提取储备基金	24		
提取企业发展基金	25		
利润归还投资	26		
七、可供投资者分配的利润	27		
减：应付优先股股利	28		
提取任意盈余公积	29		
应付普通股股利	30		
转作资本（或股本）的普通股股利	31		
八、未分配利润	32		

补充资料：

项 目	行次	本年累计数	上年同期数
1、出售、处置部门或被投资单位所得收益	1		
2、自然灾害发生的损失	2		
3、会计政策变更增加（或减少）利润总额	3		
4、会计估计变更增加（或减少）利润总额	4		
5、债务重组损失	5		
6、其他	6		

2016 年度

编制单位：郾城雷诺服装有限公司

项 目	行次	金 额	补 充 资 料	额
一、经营活动产生的现金流量：			1、将净利润调节为经营活动现金流量：	
销售商品、提供劳务收到的现金	1	25,013,382.34	净利润	57 -67,144.21
收到的税费返还	3	-	加：计提的资产减值准备	58 -
收到的其他与经营活动有关的现金	8	649,970.69	固定资产折旧	59 264,176.64
现金流入小计	9	25,663,353.03	无形资产摊销	60 -
购买商品、接受劳务支付的现金	10	24,578,935.12	长期待摊费用摊销	61 -
支付给职工以及为职工支付的现金	12	-	待摊费用减少（减：增加）	64 -
支付的各项税费	13	8,764.68	预提费用增加（减：减少）	65 -
支付的其他与经营活动有关的现金	18	70,077.12	处置固定资产、无形资产和其他长期资产的损失（减：收益）	66 -
现金流出小计	20	24,657,776.92	固定资产报废损失	67 -
经营活动产生的现金流量净额	21	1,005,576.11	财务费用	68 -
二、投资活动产生的现金流量：			投资损失（减：收益）	69 -
收回投资所收到的现金	22	-	递延税款贷项（减：借项）	70 -
取得投资收益所收到的现金	23	-	存货的减少（减：增加）	71 -38,287.31
处置固定资产、无形资产和其他长期资产所收回的现金净额	25	-	经营性应收项目的减少（减：增加）	72 -1,224,026.73
收到的其他与投资活动有关的现金	28	-	经营性应付项目的增加（减：减少）	73 2,070,857.95
现金流入小计	29	-	其他	74 -0.23
购建固定资产、无形资产和其他长期资产所支付的现金	30	1,905,750.85	经营活动产生的现金流量净额	75 1,005,576.11
投资所支付的现金	31	-		
支付的其他与投资活动有关的现金	35	-		
现金流出小计	36	1,905,750.85		
投资活动产生的现金流量净额	37	-1,905,750.85	2、不涉及现金收支的投资和筹资活动：	
三、筹资活动产生的现金流量：			债务转为资本	76
吸收投资所收到的现金	38	-	一年内到期的可转换公司债券	77
借款所收到的现金	40	1,698,000.00	融资租入固定资产	78
收到的其他与筹资活动有关的现金	43	-		
现金流入小计	44	1,698,000.00		
偿还债务所支付的现金	45	-		
分配股利、利润或偿付利息所支付的现金	46	-	3、现金及现金等价物净增加情况：	
支付的其他与筹资活动有关的现金	52	-	现金的期末余额	79 804,461.64
现金流出小计	53	-	减：现金的期初余额	80 6,636.38
筹资活动产生的现金流量净额	54	1,698,000.00	加：现金等价物的期末余额	81
四、汇率变动对现金的影响	55	-	减：现金等价物的期初余额	82
五、现金及现金等价物净增加额	56	797,825.26	现金及现金等价物净增加额	83 797,825.26

会计报表附注

一、企业概况

郯城雷诺服装有限公司位于山东省临沂市郯城县红花镇驻地,于2011年01月12日经郯城县工商行政管理局批准成立,并发放注册号为91371322567748159E的营业执照,公司法定代表人:张照月,经营范围:服装加工销售(依法须经批准的项目,经相关部门批准后方可开展经营活动)。

二、主要会计政策

(一) 会计制度:

本单位执行小企业会计制度及有关规定。

(二) 会计年度:

自公历1月1日至12月31日。

(三) 记账本位币:

采用人民币为记账本位币。

(四) 外币业务核算方法:

发生的外币业务,采用发生时的中国人民银行公布的市场汇价(中间价)折合人民币记账,对各种外币账户的外币期末余额,按期末市场汇价(中间价)进行调整,发生的差额,与购建固定资产有关的且在其达到预定可使用状态前的,计入有关固定资产的构建成本;与购建固定资产无关的属于筹建期间的计入长期待摊费用,属于生产经营期间的计入当期财务费用。

(五) 记账原则和计价基础:以权责发生制为记账原则,以实际成本为计价基础。由于受审计条件限制,未能履行对贵公司的债权债务实施函证等审计程序。

(六) 存货核算:存货包括原材料、在产品、自制在产品、包装物、低值易耗品、外购商品、协作件。存货的数量盘存方法采用永续盘存制。存货以实际成本计价,发出存货按实际成本计算确定,低值易耗品采用分期摊销法核算。存货在年末按成本与可变现净值孰低计量,对存货可变现净值低一成本按差额计提存货跌价准备。存货跌价准备按单个存货项目的成本与可变现净值计量。

(七) 固定资产折旧方法:采用直线法计提折旧,并按固定资产的类别、原值、预计使用年限和预计残值计算确定其折旧额。

(八) 收入的确认原则:

商品销售:以商品已经发出,商品所有权转移买方,收到货款或取得收取货款的证据

作为营业收入实现。

劳务收入：以劳务已经提供，收到价款，或取得收取款项的证据时，作为劳务收入实

现。

(九) 所得税的会计处理方法：

本公司根据会计报表所列的税前利润或亏损金额，经就不须缴纳或不得用以扣减企业所
得税的收入及支出项目作出调整后，计算应纳税所得额。

本公司的企业所得税会计处理采用应付税款法。

(十) 税种及使用税率：

(1) 增值税按核定税率征收。

(2) 城建税、教育费附加、地方教育费附加、地方水利建设基金分别按流转税额的 7%、
3%、2%、1%计缴。

(3) 所得税税率 25%。

三、会计报表有关项目注释（金额单位：人民币）

(一) 资产负债表部分

1、货币资金

项 目	年初余额	年末余额
现金	6636.38	89236.23
银行存款	0.00	715225.41
合 计	6636.38	804461.64

2、应收帐款

账 龄	年初余额		年末余额	
	账面余额	比例 (%)	账面余额	比例 (%)
1 年以内	0.00	0.00	1170676.46	100
合 计	0.00	0.00	1170676.46	100

3、预付账款

账 龄	年初余额		年末余额	
	账面余额	比例 (%)	账面余额	比例 (%)
1 年以内	0.00	0.00	53350.27	100
合 计	0.00	0.00	53350.27	100

4、存货

项 目	年初余额	年末余额
库存商品	69043.50	107330.81
合 计	69043.50	107330.81

5、固定资产

项 目	年初余额	本年增加数	本年减少数	年末余额
原值	1585059.90	682447.85		2267507.75
累计折旧	0.00	264176.64		264176.64
净 值	1585059.90	418271.21		2003331.11

6、在建工程

项 目	年初余额	年末余额
在建工程	0.00	1212960.00
合 计	0.00	1212960.00

7、长期待摊费用

项 目	年初余额	年末余额
长期待摊费用	0.00	10343.00
合 计	0.00	10343.00

8、短期借款

项 目	年初余额	年末余额
短期借款	0.00	1698000.00
合 计	0.00	1698000.00

9、应付账款

账 龄	年初余额		年末余额	
	账面余额	比例 (%)	账面余额	比例 (%)
1 年以内	0.00	0.00	1176925.76	100
合 计	0.00	0.00	1176925.76	100

10 预收账款

账 龄	年初余额		年末余额	
	账面余额	比例 (%)	账面余额	比例 (%)
1 年以内	434157.80	100	434157.80	100
合 计	434157.80	100	434157.80	100

11、应付工资

项 目	年初余额	年末余额
应付工资	0.00	580971.53
合 计	0.00	580971.53

12、应交税金

项 目	年初余额	年末余额
应交税金	-563.72	247396.39
合 计	-563.72	247396.39

13、其他应付款

项 目	年初余额	年末余额
其他应付款	873000.00	938000.55
合 计	873000.00	938000.55

14、实收资本

项 目	年初余额	年末余额
实收资本	300000.00	300000.00
合 计	300000.00	300000.00

15、未分配利润

项 目	年初余额	年末余额
未分配利润	54145.70	-12998.74
合计	54145.70	-12998.74

(二) 利润表部分

1、主营业务收入

项 目	本月发生额	本年发生额
主营业务收入	2868034.64	22379537.44
合 计	2868034.64	22349537.44

2、主营业务成本

项 目	本月发生额	本年发生额
主营业务成本	2806280.55	21929670.48
合 计	2806280.55	21929670.48

3、营业税金及附加

项 目	本月发生额	本年发生额
营业税金及附加	24516.76	186756.25
合 计	24516.76	186756.25

4、营业费用

项 目	本月发生额	本年发生额
营业费用	19944.00	166936.15
合 计	19944.00	166936.15

5、管理费用

项 目	本月发生额	本年发生额
管理费用	588.21	267514.52
合 计	588.21	267514.52

6、财务费用

项 目	本月发生额	本年发生额
财务费用	10675.12	94314.11
合 计	10675.12	94314.11

7、营业外收入

项 目	本月发生额	本年发生额
营业外收入	200000.00	200000.00
合 计	200000.00	200000.00

8、所得税

项 目	本月发生额	本年发生额
所得税	0.00	1490.14
合 计	0.00	1490.14

9、净利润

项 目	本月发生额	本年发生额
净利润	206030.00	-67144.21
合 计	206030.00	-67144.21

四、非货币性交易和债务重组的说明：

无

五、资产负债表日后事项：

无

六、其他重大事项：

无

七、或有事项：

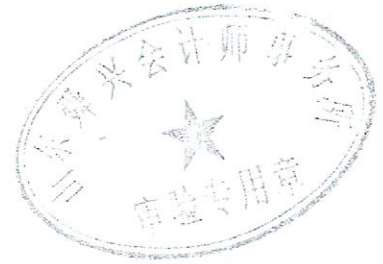
本公司报告期内无需要披露的或有事项。

八、承诺事项：

本公司报告期内无需要披露的重大承诺事项。

九、会计报表的批准：

2016年12月份会计报表已经公司总经理办公会批



郯城雷诺服装有限公司



公 证 书

(2017) 临 兰 山 证 外 字 第 2158 号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，公民身份号码：371322198210185441。

公证事项：审计报告

兹证明郯城雷诺服装有限公司持有的鲁舜兴会审字【2017】第 M3109 号《审计报告》的原件与前面的复印件相符，原件属实。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增端



I V17572084

Tancheng Leinuo Clothing Co., Ltd.

Auditor's Report

L. S. X. K. S. Zi [2017] No. M3109

Shandong Shunxing Accountants (General Partnership)

SHANDONG SHUNXING ACCOUNTANTS (GENERAL PARTNERSHIP)

Auditor's Report

L. S. X. K. S. Zi [2017] No. M3109

To Tancheng Leinuo Clothing Co., Ltd.,

We have audited the attached financial statements of Tancheng Leinuo Clothing Co., Ltd., including the balance sheet as at December 31, 2016, the profit statement, cash flow statement and annotations to accounting statements of December 2016.

I. Management's Responsibilities to the Financial Statements

The management of Tancheng Leinuo Clothing Co., Ltd. is responsible for preparing the financial statements in accordance with the Accounting Standards for Business Enterprises (ASBE) and *Small Business Accounting System*, and such responsibilities include:

(1) designing, implementing and maintaining the internal control associated with the preparation of the financial statements to avoid any material misstatement in the financial statements caused by fraud or error;

(2) selecting and using appropriate accounting policies; and

(3) making reasonable accounting estimates.

II. Responsibilities of Certified Public Accountants

Our responsibility is to express auditing opinions on these financial statements on the basis of our audit work. Our audit work was conducted in accordance with the Auditing Standards for Chinese Certified Public Accountants, which require us to follow the professional ethics and standards and plan and perform the audit so as to reasonably ascertain whether there is any material misstatement in financial statements.

The audit work involves the implementation of the audit procedures so as to obtain the audit evidence of the amount and disclosure of the financial statements. The selected audit procedures depend on the judgment of the certified public accounts, including the assessment on the risks arising from the material misstatements in the financial statements as a result of the fraud or error. When performing the risk assessment, the certified public accountants take into consideration the internal controls associated with the preparation of the financial statements, for the purpose of designing the proper audit procedures, instead of expressing the opinions on the effectiveness of the internal controls. The audit work also includes the assessment on appropriateness of the accounting policies and rationality of the accounting estimates conducted by the management as well as the evaluation of the general presentation of the financial statements.

We believe that the audit evidence obtained by us is sufficient and adequate, which can serve as reference for giving the audit opinions.

III. Audit Opinions

We believe that the financial statements of Tancheng Leinuo Clothing Co., Ltd. were prepared in compliance with Accounting Standards for Business Enterprises (ASBE) and *Small Business Accounting System*, and fairly reflect the financial situation of the Company as of Saturday, December 31, 2016 as well as the business achievements and cash flow up to December 2016 in all important aspects.

NO TEXT HEREUNDER.

Appendixes:

1. Balance Sheet
2. Profit Statement
3. Cash Flow Statement
4. Annotations to Accounting Statements

Shandong Shunxing Accountants (General Partnership)
(with the official seal of Shandong Shunxing Accountants
(General Partnership))

Chinese Certified Public Accountant:
Wang Weifang (signature & seal)

Room C301, Building A, Lixia Software Industrial Park,
213 Huayuan Road, Lixia District, Jinan City

Chinese Certified Public Accountant:
Li Junfeng (signature & seal)

August 23, 2017

Formulated by: Tancheng Linnuo Clothing Co., Ltd.

December 31, 2016

Monetary Unit: CNY

Assets	Line	Opening Amount	Closing Amount	Liabilities and Owners' Equity	Line	Opening Amount	Closing Amount
Current Assets:				Current Liabilities:			
Monetary Capital	1	6,636.38	804,461.64	Short-term Borrowings	68	0.00	1,698,000.00
Short-term Investment	2			Notes Payable	69		
Notes Receivable	3			Accounts Payable	70	0.00	1,176,925.76
Dividends Receivable	4			Advances from Customers	71	434,157.80	434,157.80
Interests Receivable	5			Accrued Payrolls	72	0.00	580,971.53
Accounts Receivable	6	0.00	1,170,676.46	Welfare Payable	73		
Other Receivables	7			Dividends Payable	74		
Advances to Suppliers	8	0.00	53,350.27	Taxes Payable	75	-563.72	247,396.39
Subsidies Receivable	9			Other Payables to Government	80		
Inventories	10	69,043.50	107,330.81	Other Payables	81	873,000.00	938,000.55
Deferred Expenses	11			Expenses Drawn in Advance	82		
Long-term Investment in Bonds to Be Matured within One Year	21			Predicted Liabilities	83		
Other Current Assets	24			Long-term Liabilities to Be Matured within One Year	86		
Current Assets in Total	31	75,579.88	2,135,819.18	Other Current Liabilities	90		
Long-term Investment:				Current Liabilities in Total	100	1,306,594.08	5,075,452.03
Long-term Equity Investment	32			Long-term Liabilities:	101		
Long-term Creditor's Rights Investment	34			Long-term Borrowings	102		
Long-term Investment in Total	38			Bonds Payable	103		
Fixed Assets:				Long-term Accounts Payable	106		
Original Value of Fixed Assets	39	1,585,059.90	2,267,507.75	Special Accounts Payable	108		
Less: Accumulated Depreciation	40	0.00	264,176.64	Other Long-term Liabilities	110	0.00	0.00
Net Value of Fixed Assets	41	1,585,059.90	2,003,331.11	Long-term Liabilities in Total			
Less: Reserve for Fixed Assets Impairment	42			Deferred Taxes:	111		
Net Amount of Fixed Assets	43	1,585,059.90	2,003,331.11	Credit of Deferred Taxes	114	1,306,594.08	5,075,452.03
Engineering Materials	44			Total Liabilities			
Projects under Construction	45	0.00	1,212,960.00	Equity of Minority Shareholders			
Liquidation of Fixed Assets	46			Owners' Equity (or Shareholders' Equity):			
Fixed Assets in Total	50	1,585,059.90	3,216,291.11	Paid-in Capital (or Capital Stock)	115	300,000.00	300,000.00
Intangible Assets and Other Assets:				Less: Investment Returned	116		
Intangible Assets	51			Net Amount of Paid-in Capital (or Capital Stock)	117	300,000.00	300,000.00
Other Long-term Assets	52			Capital Reserves	118		
Long-term Deferred Expenses	53	0.00	10,343.00	Surplus Reserves	119		
Intangible Assets and the Others in Total	60	0.00	10,343.00	In Which: Statutory Welfare Reserves	120		
Deferred Taxes:				Undistributed Profits	121	54,145.70	-12,998.74
Debit of Deferred Taxes	61			Owners' Equity (or Shareholders' Equity) in Total	122	354,145.70	287,001.25
Assets in Total	67	1,660,739.78	5,362,453.29	Liabilities and Owners' Equity (or Shareholders' Equity) in Total	135	1,660,739.78	5,362,453.29

(with the special seal for audit & inspection of Shandong Shunxing Accountants (General Partnership))

Profit and Profit Distribution Statement

K. Q. Form 02

Monetary Unit:

Prepared by: Tancheng Leinuo Clothing Co., Ltd.

December 2016

Item	Line	Accumulated Amount of the Current Year	Amount of This Month
Main Business Income	1	22,379,537.44	2,868,034.64
Less: Main Business Costs	2	21,929,670.48	2,806,280.55
Main Business Taxes and Surcharges	3	186,756.25	24,516.76
Main Business Profits (Losses Indicated with "-")	4	44,495,964.17	5,698,831.95
Add: Profits of the Other Operations (Losses Indicated with "-")	5		
Less: Operating Expenses	6	166,936.15	19,944.00
Administrative Expenses	7	267,514.52	588.21
Financial Expenses	8	94,314.11	10,675.12
Business Profits (Losses Indicated with "-")	9	-265,654.07	6,030.00
Add: Investment Income (Losses Indicated with "-")	10		
Subsidy Income	11		
Non-operating Income	12	200,000.00	200,000.00
Less: Non-operating Expenditure	13		
Total Profits (Losses Indicated with "-")	14	-65,651.07	206,030.00
Less: Income Taxes	15	1,490.14	
Equity of Minority Shareholders	16		
Net Profits (Losses Indicated with "-")	17	-67,144.21	206,030.00
Add: Undistributed Profits at the Beginning of the Year	18		
Other Amounts Transferred in	19		
I. Profits Available for Distribution	20		
Less: Withdrawal of Statutory Surplus Reserves	21		
Withdrawal of Statutory Welfare Reserves	22		
Withdrawal of Staff Bonus and Welfare Funds	23		
Withdrawal of Reserve Funds	24		
Withdrawal of Enterprise Development Funds	25		
Investment Returned with Profits	26		
II. Profits Available for Distribution to Investors	27		
Less: Preferred Stock Dividends Payable	28		
Withdrawal of Random Surplus Reserves	29		
Common Stock Dividends Payable	30		
Common Stock Dividends Transferred into Capital (or Stock Capital)	31		
III. Undistributed Profits	32		

Complementary Information:

Item	Line	Accumulated Amount of the Current Year	Amount in the Same Period of the Last Year
Earnings of Sales & Disposal Department or Investee	1		
Loss from natural disasters	2		
Total Profit Increased (or Reduced) due to Accounting Policy Alteration	3		
Total Profit Increased (or Reduced) due to Accounting Estimation	4		
Loss from Debt Restructuring	5		
Others	6		

CASH FLOW STATEMENT

Formulated by: Tancheng Leinu Clothing Co., Ltd.

Year 2016

K. Q. Form 03

Item	Line	Amount	Complementary Information:	Line	Amount
I. Cash Flow Generated by Business Activities:			1. Cash Flow by Adjusting Net Profits to Business Activities:		
Cash Received from Selling Commodities or Providing Labor Services	1	25,013,382.34	Net Profits	57	-67,144.21
Refund of Tax and Levy	3	-	- Add: Reserves for Depreciation of Assets	58	-
Other Cash Received Relating to Operating Activities	8	649,970.69	Depreciation of Fixed Assets	59	264,176.64
Subtotal of Cash In-flow	9	25,663,353.03	Amortization of Intangible Assets	60	-
Cash Paid for Goods and Labor Services	10	24,578,935.12	Amortization of Long-term Deferred Expenses	61	-
Cash Paid to and for Employees	12	-	- Reduction of Deferred Expenses (Less: Sum Increased)	64	-
Cash Paid to Taxes and Expenses	13	8,764.68	Increased Expenses Drawn in Advance (Less: Sum Reduced)	65	-
Other Cash Paid Relating to Operating Activities	18	70,077.12	Losses by Disposing Fixed Assets, Intangible Assets and Other Long-term Assets (Less: Earnings)	66	-
Subtotal of Cash Out-flow	20	24,657,776.92	Losses by Discarding Fixed Assets	67	-
Net Amount of Cash Flow Generated by Business Activities	21	1,005,576.11	Financial Expenses	68	-
II. Amount of Cash Flow Generated by Investment Activities:			Loss from Investment (Less: Earnings)	69	-
Cash Received from Return of Investment	22	-	Credit of Deferred Taxes (Less: Debit)	70	-
Cash Received from Investment Earnings	23	-	- Reduction of Inventories (Less: Sum Increased)	71	-38,287.31
Net Cash Recovered from Disposal of Fixed Assets, Intangible Assets and Other Long-term Assets	25	-	- Decrease of Operating Receivables (Less: Sum Increased)	72	-1,224,026.73
Other Cash Received Relating to Investment Activities	28	-	- Increase of Business Items Payable (Less: Sum Reduced)	73	2,070,857.95
Subtotal of Cash In-flow	29	-	Others	74	-0.23
Cash Paid for Acquiring Fixed Assets, Intangible Assets and Other Long-term Assets	30	1,905,750.85	Net Amount of Cash Flow Generated by Business Activities	75	1,005,576.11
Cash Paid for Making Investment	31	-			
Other Cash Paid Relating to Investment Activities	35	-			
Subtotal of Cash Out-flow	36	1,905,750.85			
Net Amount of Cash Flow Generated by Investment Activities	37	-1,905,750.85	2. Investment and Financing Activities Not Involving in Cash Incomings and Outgoings		
III. Amount of Cash Flow Generated by Financing Activities:			Liabilities Transferred to Capital	76	
Cash Received from Investors	38	-	- Convertible Company Bonds Due within One Year	77	
Cash Received from Borrowings	40	1,698,000.00	Fixed Assets Rented by Financing	78	
Other Cash Received Relating to Financing Activities	43				
Subtotal of Cash In-flow	44	1,698,000.00			
Cash Paid for Repayment of Debts	45				
Cash Paid for Distributing Dividends and Profits or Interests	46		- 3. Net Increased Amount of Cash and Cash Equivalents:		
Other Cash Paid Relating to Financing Activities	52		Balance of Cash in the End of the Term	79	804,461.64
Subtotal of Cash Out-flow	53	-	- Less: Opening Balance of Cash	80	6,636.38
Net Amount of Cash Flow Generated by Financing Activities	54	1,698,000.00	Add: Closing Balance of Cash Equivalents	81	
IV. Influence of Fluctuation in Exchange Rate on Cash	55		Less: Opening Balance of Cash Equivalents	82	
V. Net Increased Amount of Cash and Cash Equivalents	56	797,825.26	Net Increased Amount of Cash and Cash Equivalents	83	797,825.26

Annotations to Accounting Statements

I. General Situation of Enterprise

Tancheng Leinuo Clothing Co., Ltd., a company located at Honghua Township, Tancheng County, Linyi City, Shandong Province, is incorporated on January 12, 2011 with the approval of Administration for Industry and Commerce of Tancheng County and the business license numbered 91371322567748159E. Legal Representative of the Company is Zhang Zhaoyue, and business scope of the Company is processing and selling garment (Items that require approval in accordance with laws shall be operated with approval of relevant authorities)

II. Main Accounting Policies

(I) Accounting System:

Small Business Accounting System and relevant provisions are applied by the Company.

(II) Accounting Year:

From January 1 to December 31 under Gregorian Calendar.

(III) Recording Currency:

The Company takes CNY as the recording currency.

(IV) Foreign Currency Business Accounting Method:

For the foreign currency business, the Company adopts the market exchange rate (middle rate) published by the People's Bank of China on the business occurring date to convert the foreign currency into CNY for the purpose of bookkeeping. The Company, according to market exchange rate (middle rate) at the end of the period, adjusts the foreign currency closing balances of various foreign currency accounts. The resulting difference which is related to purchase & construction of fixed assets and the predefined serviceable conditions are going to be achieved shall be included into purchase & construction cost of fixed assets; while for difference which is irrelevant to purchase & construction of fixed assets, that is deemed belonging to the start-up period shall be recorded into the long-term deferred expenses and that is deemed belonging to the production and operation period shall be recorded into the current financial expenses.

(V) Accounting Principle and Valuing Basis: The accrual system is taken as the accounting principle and the actual cost as the valuing basis. Being limited by the audit conditions, external confirmation and other auditing procedures are not applied to creditor's rights and debts of the Company.

(VI) Accounting of Inventories: Inventories include raw materials, goods in process, home-made goods in process, wrapping materials, low priced and easily worn articles, purchased goods and contracted-out parts. The perpetual inventory system is taken as the inventory method for the Company's inventories. The inventories shall be priced at the actual cost, the sent inventories shall be determined via calculation according to actual cost, and the low priced and easily worn articles shall be audited via amortization method. At the end of the year, the price of the inventories is defined according to either the cost of the inventories or the net realizable value, whichever lower is taken as the standard. When the net realizable value is lower than the cost, the inventory falling price reserves shall be created according to the difference, and estimated according to cost and net realizable value of single inventory item.

(VII) Depreciation Method of Fixed Assets: The straight-line method is adopted to create depreciation of fixed assets and the depreciation amount shall be calculated and determined according to classification, original value, expected useful life and estimated residual value of fixed assets.

(VIII) Recognition Principles of Income:

Commodity Sales: The realization of business income is recognized when the commodity has been sent out, the ownership of the commodity has been transferred to the purchaser, and the payment for goods has been received or the receipt evidence has been obtained.

Labor Service Income: The realization of labor service income is recognized when the labor service has been provided and the payment has been received or the receipt evidence has been obtained.

(IX) Accounting Treatment Method for the Income Taxes:

The Company shall, according to the pretax profit or loss amount listed in the accounting statements, calculate the taxable income after the adjustment of income and expenditure items of which the corporate income tax shall not be paid or deducted.

The taxes payable method is adopted as the accounting treatment method for the Company's corporate income taxes.

(X) Tax Categories and Adopted Tax Rates:

(1) The value-added tax shall be levied according to the approved tax rate;

(2) Urban construction tax, educational surcharges, local education surcharges and local water conservancy construction fund shall be levied according to 7%, 3%, 2% and 1% of circulation tax, respectively.

(3) Income tax rate is 25%.

III. Annotations to the Items in Accounting Statements (Monetary Unit: CNY)

(I) Annotations to Balance Sheet

1. Monetary Capital

Item	Opening Balance	Closing Balance
Cash	6636.38	89236.23
Bank Deposit	0.00	715225.41
In total	6636.38	804461.64

2. Accounts Receivable

Aging	Opening Balance		Closing Balance	
	Book Balance	Proportion (%)	Book Balance	Proportion (%)
Within One Year	0.00	0.00	1170676.46	100
In total	0.00	0.00	1170676.46	100

3. Advances to Suppliers

Aging	Opening Balance		Closing Balance	
	Book Balance	Proportion (%)	Book Balance	Proportion (%)
Within One Year	0.00	0.00	53350.27	100
In total	0.00	0.00	53350.27	100

4. Inventories

Item	Opening Balance	Closing Balance
Commodities in Stock	69043.50	107330.81
In total	69043.50	107330.81

5. Fixed Assets

Item	Opening Balance	Increase Amount in this Year	Decrease Amount in this Year	Closing Balance
Original Value	1585059.90	682447.85		2267507.75
Accumulated Depreciation	0.00	264176.64		264176.64
Net Value	1585059.90	418271.21		2003331.11

6. Projects under Construction

Item	Opening Balance	Closing Balance
Projects under Construction	0.00	1212960.00
In total	0.00	1212960.00

7. Long-term Deferred Expenses

Item	Opening Balance	Closing Balance
Long-term Deferred Expenses	0.00	10343.00
In total	0.00	10343.00

8. Short-term Borrowings

Item	Opening Balance	Closing Balance
Short-term Borrowings	0.00	1698000.00
In total	0.00	1698000.00

9. Accounts Payable

Aging	Opening Balance		Closing Balance	
	Book Balance	Proportion (%)	Book Balance	Proportion (%)
Within One Year	0.00	0.00	1176925.76	100
In total	0.00	0.00	1176925.76	100

10. Advances from Customers

Aging	Opening Balance		Closing Balance	
	Book Balance	Proportion (%)	Book Balance	Proportion (%)
Within One Year	434157.80	100	434157.80	100
In total	434157.80	100	434157.80	100

11. Accrued Payrolls

Item	Opening Balance	Closing Balance
Accrued Payrolls	0.00	580971.53
In total	0.00	580971.53

12. Taxes Payable

Item	Opening Balance	Closing Balance
Taxes Payable	-563.72	247396.39
In total	-563.72	247396.39

13. Other Payables

Item	Opening Balance	Closing Balance
Other Payables	873000.00	938000.55
In total	873000.00	938000.55

14. Paid-in Capital

Item	Opening Balance	Closing Balance
Paid-in Capital	300000.00	300000.00
In total	300000.00	300000.00

15. Undistributed Profits

Item	Opening Balance	Closing Balance
Undistributed Profits	54145.70	-12998.74
In total	54145.70	-12998.74

(II) Annotations to Profit Statement

1. Main Business Income

Item	Amount Incurred in this Month	Amount Incurred this Year
Main Business Income	2868034.64	22379537.44
In total	2868034.64	22349537.44

2. Main Business Costs

Item	Amount Incurred in this Month	Amount Incurred this Year
Main Business Costs	2806280.55	21929670.48
In total	2806280.55	21929670.48

3. Business Taxes and Surcharges

(with the special seal for audit & inspection of Shandong Shunxing Accountants (General Partnership))

Item	Amount Incurred in this Month	Amount Incurred this Year
Business Taxes and Surcharges	24516.76	186756.25
In total	24516.76	186756.25

4. Operating Expenses

Item	Amount Incurred in this Month	Amount Incurred this Year
Operating Expenses	19944.00	166936.15
In total	19944.00	166936.15

5. Administrative Expenses

Item	Amount Incurred in this Month	Amount Incurred this Year
Administrative Expenses	588.21	267514.52
In total	588.21	267514.52

6. Financial Expenses

Item	Amount Incurred in this Month	Amount Incurred this Year
Financial Expenses	10675.12	94314.11
In total	10675.12	94314.11

7. Non-operating Income

Item	Amount Incurred in this Month	Amount Incurred this Year
Non-operating Income	200000.00	200000.00
In total	200000.00	200000.00

8. Income Taxes

Item	Amount Incurred in this Month	Amount Incurred this Year
Income Taxes	0.00	1490.14
In total	0.00	1490.14

9. Net Profits

Item	Amount Incurred in this Month	Amount Incurred this Year
Net Profits	206030.00	-67144.21
In total	206030.00	-67144.21

IV. Notes for Non-monetary Transactions and Debt Restructuring

None

V. Events Occurring After the Balance Sheet Date

None

VI. Other Major Issues:

None

VII. Contingent Issues:

The Company has no any contingent issue needing to be disclosed during the reporting period.

VIII. Commitment Issues:

The Company has no any major commitment issue needing to be disclosed during the reporting period.

IX. Approval of Accounting Statements:

Accounting Statements in December 2016 have been approved by the General Manager Office Meeting of the Company.

Tancheng Leinuo Clothing Co., Ltd.

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No. 2158

Applicant: Tancheng Leinu Clothing Co., Ltd., located at
Honghua Township Precinct, Tancheng County, Linyi City,
Shandong Province

Legal representative: Zhang Zhaoyue, female, born on October
18, 1982, ID Card No.: 371322198210185441

Issue under notarization: Auditor's Report

This is to certify that the foregoing copy of *Auditor's Report* (L.
S. X. K. S. Zi [2017] No. M3109) held by Tancheng Leinu
Clothing Co., Ltd. conforms to the original, and that the original
document is authentic.

Lanshan Notary Public Office, Linyi City,
Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

September 11, 2017

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人，应当在会议记录上签名。出席会议的董事有权要求在记录上对其在会议上的发言作出说明性记载。董事会会议记录作为公司档案由董事会秘书保存。

董事会会议记录保存期限不少于十年。

第一百三十八条 董事会会议记录包括以下内容：

- (一) 会议召开的日期、地点和召集人姓名；
- (二) 出席董事会的姓名以及受他人委托出席董事会的董事（代理人）姓名；
- (三) 会议议程；
- (四) 董事发言要点；
- (五) 每一决议事项的表决方式和结果（表决结果应载明赞成、反对或弃权的票数）。

第一百三十九条 董事应当在董事会决议上签字并对董事会的决议承担责任。董事会决议违反法律、法规或者公司章程，致使公司遭受损失的，参与决议的董事对公司负赔偿责任。但经证明在表决时曾表明异议并记载于会议记录的，该董事可以免除责任。

第一百四十条 经股东大会批准，公司可以为董事购买责任保险。但董事因违反法律法规和公司章程规定而导致的责任除外。

第三节 董事会秘书

第一百四十一条 董事会设董事会秘书。董事会秘书是公司高级管理人员，对董事会负责。

第一百四十二条 董事会秘书应当具有必备的专业知识和经验，由

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董事会委任。

本章程第九十四条规定不得担任公司董事的情形适用于董事会秘书。

第一百四十三条 董事会秘书的任职资格：

(一) 具有大学专科以上学历，从事秘书、管理、股权事务等工作三年以上；

(二) 有一定财务、税收、法律、金融、企业管理、计算机应用等方面知识，具有良好的个人品质和职业道德，严格遵守有关法律、法规和规章，能够忠诚地履行职责；

(三) 公司董事可以兼任董事会秘书，但监事不得兼任；

(四) 有《公司法》第一百四十七条第一款规定情形之一的人士不得担任董事会秘书；

(五) 公司聘任的会计师事务所的会计师和律师事务所的律师不得兼任董事会秘书。

第一百四十四条 董事会秘书的主要职责是：

(一) 协调和组织公司信息披露事项，包括建立信息披露的制度，接待来访、回答咨询、联系股东，向投资者提供公司公开披露的资料，促使公司及时、合法、真实和完整地进行信息披露；

(二) 列席涉及信息披露的有关会议。公司有关部门应当向董事会秘书提供信息披露所需要的资料和信息。公司在作出重大决定之前，应当从信息披露角度征询董事会秘书的意见；

(三) 负责信息的保密工作，制订保密措施。内幕信息泄露时，及时采取补救措施加以解释和澄清；

(四) 负责保管公司股东名册资料、董事和董事会秘书名册、大股

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东及董事持股资料以及董事会印章,保管公司董事会和股东大会会议文件和记录;

(五)帮助公司董事、监事、高级管理人员了解法律法规、公司章程对其设定的责任;

(六)协助董事会依法行使职权,在董事会作出违反法律法规、公司章程及有关规定的决议时,及时提醒董事会,如果董事会坚持作出上述决议的,应当把情况记录在会议纪要上,并将会议纪要立即提交公司全体董事和监事;

(七)为公司重大决策提供咨询和建议。

第一百四十五条 公司董事或者其他高级管理人员可以兼任公司董事会秘书。

第一百四十六条 董事会秘书由董事长提名,经董事会聘任或者解聘。董事兼任董事会秘书的,如某一行为需由董事、董事会秘书分别作出时,则该董事不得以双重身份作出。

第一百四十七条 公司董事会解聘董事会秘书应当具有充分理由。

第一百四十八条 董事会秘书离任前,应当接受董事会、监事会的离任审查,将有关档案文件、正在办理及其他待办事项,在公司监事会的监督下移交。公司在聘任董事会秘书时应当与其签订保密协议,要求其承诺一旦在离任后持续履行保密义务直至有关信息公开披露为止。

第六章 总经理

第一百四十九条 公司设总经理一名,由董事会聘任或解聘。董事可受聘兼任总经理、副总经理或者其他高级管理人员,但兼任总经理、



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副总经理或者其他高级管理人员职务的董事不得超过公司董事总数的二分之一。

第一百五十条 《公司法》第一百四十七条第一款规定的情形的人员不得担任公司的总经理。

第一百五十一条 总经理每届任期三年，总经理连聘可以连任。

第一百五十二条 总经理对董事会负责，行使下列职权：

- (一) 主持公司的经营管理工作，并向董事会报告工作；
- (二) 组织实施董事会决议、公司年度计划和投资方案；
- (三) 拟订公司内部管理机构设置方案；
- (四) 拟订公司的基本管理制度；
- (五) 制订公司的具体规章；
- (六) 提请董事会聘任或者解聘公司副总经理、财务负责人；
- (七) 聘任或者解聘应由董事会聘任或者解聘以外的管理人员；
- (八) 拟定公司职工的工资、福利、奖惩，决定公司职工的聘用和解聘；
- (九) 提议召开董事会临时会议；
- (十) 董事会授予的其他职权。

第一百五十三条 总经理列席董事会会议，非董事总经理在董事会上没有表决权。

第一百五十四条 总经理应当根据公司规定，向董事会或者监事会报告公司重大合同的签订、执行情况、资金运用情况和盈亏情况。总经理必须保证该报告的真实性。

第一百五十五条 总经理拟定有关职工工资、福利、安全生产以及劳动保护、劳动保险、解聘（或开除）公司职工等涉及职工切身利益的



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问题时，应当事先听取工会和职代会的意见。

第一百五十六条 总经理应制订总经理工作细则，报董事会批准后实施。

第一百五十七条 总经理工作细则包括下列内容：

- (一) 总经理会议召开的条件、程序和参加的人员；
- (二) 总经理、副总经理及其他高级管理人员各自具体的职责及其分工；
- (三) 公司资金、资产运用，签订重大合同的权限，以及向董事会、监事会的报告制度；
- (四) 董事会认为必要的其他事项。

第一百五十八条 总经理应当遵守法律、行政法规和公司章程的规定，履行诚信和勤勉的义务。

第一百五十九条 总经理可以在任期届满以前提出辞职。有关总经理辞职的具体程序和办法由总经理与公司之间的劳动合同规定。

第七章 监事会

第一节 监 事

第一百六十条 监事由股东代表和公司职工代表担任。公司职工代表担任的监事不得少于监事人数的三分之一。

第一百六十一条 监事应具有法律、会计等方面的专业知识或工作经验。监事会的人员和结构应确保监事会能够独立有效地行使对董事、总经理和其他高级管理人员及公司财务的监督和检查。



第一百六十二条 《公司法》第一百四十七条第一款规定的情形的人员不得担任公司的监事。

董事、总经理和其他高级管理人员不得兼任监事。

第一百六十三条 监事每届任期三年。股东担任的监事由股东大会选举或更换，职工担任的监事由公司职工民主选举产生或更换，监事连选可以连任。

第一百六十四条 监事连续二次不能亲自出席监事会会议的，视为不能履行职责，股东大会或职工代表大会应当予以撤换。

第一百六十五条 监事可以在任期届满以前提出辞职，章程第五章有关董事辞职的规定，适用于监事。

第一百六十六条 监事应当遵守法律、行政法规和本章程的规定，履行诚信和勤勉的义务。

第二节 监事会

第一百六十七条 公司设监事会。监事会由五名监事组成，其中：股东代表出任监事三名、职工代表出任监事两名；^{由职工代表大会选举产生}设监事会主席一名，^{由全体监事选举产生}为监事会召集人。监事会主席不能履行职权时，由其指定一名监事代行其职权。

第一百六十八条 监事会行使下列职权：

- (一) 检查公司的财务；
- (二) 对董事、总经理和其他高级管理人员执行公司职务时违反法律、法规或者章程的行为进行监督；
- (三) 当董事、总经理和其他高级管理人员的行为损害公司的利益

陈惠
2016年6月20日



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时，要求其予以纠正，必要时向股东大会或国家有关主管机关报告；

（四）提议召开临时股东大会；

（五）列席董事会会议；

（六）股东大会授予的其他职权。

第一百六十九条 公司监事会向全体股东负责，对公司财务以及公司董事、总经理和其他高级管理人员履行职责的合法合规性进行监督，维护公司及股东的合法权益。

第一百七十条 监事有了解公司经营情况的权利，并承担相应的保密义务。公司应采取措施保障监事的知情权，为监事正常履行职责提供必要的协助，任何人不得干预、阻挠。监事履行职责所需的合理费用应由公司承担。

第一百七十一条 监事会的监督记录以及进行财务或专项检查的结果应成为对董事、总经理和其他高级管理人员绩效评价的重要依据。

第一百七十二条 监事会发现董事、总经理和其他高级管理人员存在违反法律、法规或公司章程的行为，可以向董事会、股东大会反映。

第一百七十三条 监事会行使职权时，必要时可以聘请律师事务所、会计师事务所等专业性机构给予帮助，由此发生的费用由公司承担。

第一百七十四条 监事会每年至少召开二次会议。会议通知应当在会议召开十日以前书面送达全体监事。

第一百七十五条 监事会会议通知包括以下内容：举行会议的日期、地点和会议期限、事由及议题，发出通知的日期。

第三节 监事会决议



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第一百七十六条 监事会的议事方式为：举行会议。

第一百七十七条 监事会应定期召开会议，并根据需要及时召开临时会议。监事会会议因故不能如期召开，应公告说明原因。

第一百七十八条 监事会可要求公司董事、总经理及其他高级管理人员、内部及外部审计人员出席监事会会议，回答所关注的问题。

第一百七十九条 监事会的表决程序为：监事会会议应就所议事项逐项表决，会议决议应由全体监事的过半数通过方为有效。

第一百八十条 监事会会议应有记录，出席会议的监事和记录人，应当在会议记录上签名。监事有权要求在记录上对其在会议上的发言作出某种说明性记载。监事会会议记录作为公司档案由董事会秘书保存。

监事会会议记录保存期限不少于十年。

第八章 财务会计制度、利润分配和审计

第一节 财务会计制度

第一百八十一条 公司依照法律、行政法规和国家有关部门的规定，制定公司的财务会计制度。

第一百八十二条 公司在每一会计年度内每一季度结束后三十日内编制公司的季度财务报告；公司在每一会计年度前六个月结束后六十日以内编制公司的中期财务报告；在每一会计年度结束后一百二十日以内编制公司年度财务报告。

第一百八十三条 公司年度财务报告以及进行中期利润分配的中期财务报告，包括下列内容：



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(一) 资产负债表;

(二) 利润表;

(三) 利润分配表;

(四) 现金流量表;

(五) 会计报表附注。

公司不进行中期利润分配的, 中期财务报告包括前款除第(三)项以外的会计报表及附注。

第一百八十四条 公司季度财务报告、中期财务报告和年度财务报告按照有关法律、法规的规定进行编制。

第一百八十五条 公司除法定的会计账册外, 不另立会计账册。公司的资产, 不得以任何个人名义开立账户存储。

第一百八十六条 公司交纳所得税后的利润, 按下列顺序分配:

(一) 弥补上一年度的亏损;

(二) 提取法定公积金百分之十;

(三) 提取任意公积金;

(四) 支付股东股利。

公司法定公积金累计额为公司注册资本的百分之五十以上的, 可以不再提取。提取法定公积金后, 是否提取任意公积金由股东大会决定。公司不在弥补公司亏损和提取法定公积金之前向股东分配利润。

第一百八十七条 股东大会决议将公积金转为股本时, 按股东原有股份比例派送新股。但法定公积金转为股本时, 所留存的该项公积金不得少于注册资本的百分之二十五。

第一百八十八条 公司股东大会对利润分配方案作出决议后, 公司董事会须在股东大会召开后两个月内完成股利(或股份)的派发事项。



第一百八十九条 公司可以采取现金或者股票方式分配股利。

第二节 内部审计

第一百九十条 公司实行内部审计，配备专职审计人员，对公司财务收支和经济活动进行内部审计监督。

第一百九十一条 公司内部审计和审计人员的职责，应当经董事会批准后实施。审计负责人向董事会负责并报告工作。

第三节 会计师事务所的聘任

第一百九十二条 公司聘用取得“从事证券相关业务资格”的会计师事务所进行会计报表审计、净资产验证及其他相关的咨询服务等业务，聘期一年，可以续聘。

第一百九十三条 公司聘用会计师事务所由股东大会决定。

第一百九十四条 经公司聘用的会计师事务所享有下列权利：

- (一) 查阅公司财务报表、记录和凭证，并有权要求公司的董事、经理或者其他高级管理人员提供有关的资料和说明；
- (二) 要求公司提供为会计师事务所履行职务所必需的其子公司的资料和说明；
- (三) 列席股东大会，获得股东大会的通知或者与股东大会有关的其他信息，在股东大会上就涉及其作为公司聘用的会计师事务所的事宜发言。

第一百九十五条 如果会计师事务所职位出现空缺，董事会会在股东



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大会召开前，可以委任会计师事务所填补该空缺。

第一百九十六条 会计师事务所的报酬由股东大会决定。董事会委任填补空缺的会计师事务所的报酬，由董事会确定，报股东大会批准。

第一百九十七条 公司解聘或者续聘会计师事务所由股东大会作出决定。

第一百九十八条 公司解聘或者不再续聘会计师事务所时，提前三十天事先通知会计师事务所，会计师事务所所有权向股东大会陈述意见。会计师事务所提出辞聘的，应当向股东大会说明公司有无不当情事。

第九章 通知

第一百九十九条 公司的通知以下列形式发出：

- (一) 以专人送出；
- (二) 以邮件送出；
- (三) 以传真通知；
- (四) 以公告方式进行。

第二百条 公司发出的通知，以公告方式进行的，一经公告，视为所有相关人员收到通知。

第二百零一条 公司召开股东大会的会议通知，以邮件或传真的方式进行。

第二百零二条 公司召开董事会的会议通知，以邮件或传真方式进行。

第二百零三条 公司召开监事会的会议通知，以邮件或传真方式进行。



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行。

第二百零四条 公司通知以专人送出的，由被送达人在送达回执上签名（或盖章），被送达人签收日期为送达日期；公司通知以邮件送出的，自交付邮局之日起第五个工作日为送达日期；公司通知以公告方式送出的，第一次公告刊登日为送达日期。

第二百零五条 因意外遗漏未向某有权得到通知的人送出会议通知或者该等人没有收到会议通知，会议及会议作出的决议并不因此无效。

第十章 合并、分立、解散和清算

第一节 合并或分立

第二百零六条 公司可以依法进行合并或者分立。

公司合并可以采取吸收合并和新设合并两种形式。

第二百零七条 公司合并或者分立，按照下列程序办理：

- （一）董事会拟订合并或者分立方案；
- （二）股东大会依照本章程的规定作出决议；
- （三）各方当事人签订合并或者分立合同；
- （四）依法办理有关审批手续；
- （五）处理债权、债务等各项合并或者分立事宜；
- （六）办理解散登记或者变更登记。

第二百零八条 公司合并或者分立，合并或者分立各方应当编制资产负债表和财务清单。公司自股东大会作出合并或者分立决议之日起十日内通知债权人，并于三十日内在省级报刊上公告三次。

第二百零九条 债权人自接到通知书之日起三十日内，未接到通知书的自第一次公告之日起九十日内，有权要求公司清偿债务或者提供相应的担保。公司不能清偿债务或者提供相应担保的，不进行合并或者分立。

第二百一十条 公司合并或者分立时，公司董事会应当采取必要的措施保护反对公司合并或者分立的股东的合法权益。

第二百一十一条 公司合并或者分立各方的资产、债权、债务的处理，通过签订合同加以明确规定。

公司合并后，合并各方的债权、债务，由合并后存续的公司或者新设的公司承继。

公司分立前的债务按所达成的协议由分立后的公司承担。

第二百一十二条 公司合并或者分立，登记事项发生变更的，依法向公司登记机关办理变更登记；公司解散的，依法办理公司注销登记；设立新公司的，依法办理公司设立登记。

第二节 解散和清算

第二百一十三条 有下列情形之一的，公司应当解散并依法进行清算：

- (一) 股东大会决议解散；
- (二) 因合并或者分立而解散；
- (三) 不能清偿到期债务依法宣告破产；
- (四) 违反法律、法规被依法责令关闭。

第二百一十四条 公司因有本节前条（一）项情形而解散的，应当在十五日内成立清算组。清算组人员由股东大会以普通决议的方式选定。



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公司因有本节前条（二）项情形而解散的，清算工作由合并或者分立各方当事人依照合并或者分立时签订的合同办理。

公司因有本节前条（三）项情形而解散的，由人民法院依照有关法律的规定，组织股东、有关机关及专业人员成立清算组进行清算。

公司因有本节前条（四）项情形而解散的，由有关主管机关组织股东、有关机关及专业人员成立清算组进行清算。

第二百一十五条 清算组成立后，董事会、总经理的职权立即停止。清算期间，公司不得开展新的经营活动。

第二百一十六条 清算组在清算期间行使下列职权：

- （一）通知或者公告债权人；
- （二）清理公司财产、编制资产负债表和财产清单；
- （三）处理公司未了结的业务；
- （四）清缴所欠税款；
- （五）清理债权、债务；
- （六）处理公司清偿债务后的剩余财产；
- （七）代表公司参与民事诉讼活动。

第二百一十七条 清算组应当自成立之日起十日内通知债权人，并于六十日内在省级报刊上公告三次。

第二百一十八条 债权人应当在规定的期限内向清算组申报债权。债权人申报债权时，应当说明债权的有关事项，并提供证明材料。清算组应当对债权进行登记。

第二百一十九条 清算组在清理公司财产、编制资产负债表和财产清单后，应当制定清算方案，并报股东大会或者有关主管机关确认。

第二百二十条 公司财产按下列顺序清偿：



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- (一) 支付清算费用;
- (二) 支付公司职工工资和劳动保险费用;
- (三) 交纳所欠税款;
- (四) 清偿公司债务;
- (五) 按股东持有的股份比例进行分配。

公司财产未按前款第(一)至(四)项规定清偿前,不分配给股东。

第二百二十一条 清算组在清理公司财产、编制资产负债表和财产清单后,认为公司财产不足清偿债务的,应当向人民法院申请宣告破产。公司经人民法院宣告破产后,清算组应当将清算事务移交给人民法院。

第二百二十二条 清算结束后,清算组应当制作清算报告,以及清算期间收支报表和财务账册,报股东大会或者有关主管机关确认。

清算组应当自股东大会或者有关主管机关对清算报告确认之日起三十日内,依法向公司登记机关办理注销公司登记,并公告公司终止。

第二百二十三条 清算组人员应当忠于职守,依法履行清算义务,不得利用职权收受贿赂或者其他非法收入,不得侵占公司财产。

清算组人员因故意或者重大过失给公司或者债权人造成损失的,应当承担赔偿责任。

第十一章 修改章程

第二百二十四条 有下列情形之一的,公司应当修改章程:

- (一)《公司法》或有关法律、行政法规修改后,章程规定的事项与修改后的法律、行政法规的规定相抵触;
- (二)公司的情况发生变化,与章程记载的事项不一致;



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(三) 股东大会决定修改章程。

第二百二十五条 股东大会决议通过的章程修改事项应经主管机关审批的，须报原审批的主管机关批准；涉及公司登记事项的，依法办理变更登记。

第二百二十六条 董事会依照股东大会修改章程的决议和有关主管机关的审批意见修改公司章程。

第二百二十七条 章程修改事项属于法律、法规要求披露的信息，按规定予以公告。

第十二章 附 则

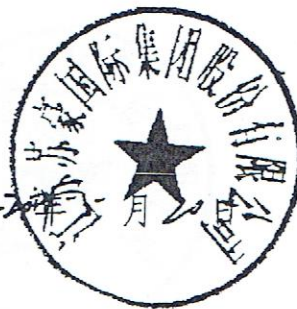
第二百二十八条 董事会可依照章程的规定，制订章程细则。章程细则不得与章程的规定相抵触。

第二百二十九条 本章程以中文书写，其他任何语种或不同版本的章程与本章程有歧义时，以在江苏省工商行政管理局最近一次核准登记后的中文版章程为准。

第二百三十条 本章程所称“以上”、“以内”、“以下”，都含本数；“不满”、“以外”不含本数。

第二百三十一条 本章程由公司董事会负责解释。

法定代表人签字：



江苏苏豪国际集团股份有限公司

章程修正案

根据《中华人民共和国公司法》及公司章程的有关规定，江苏苏豪国际集团股份有限公司于2015年2月3日召开股东大会，决议通过对公司章程作出如下修改：

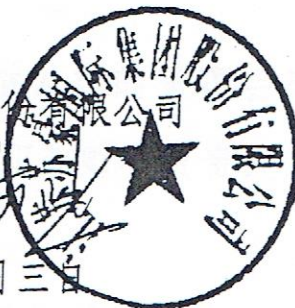
第二十一条原为：“公司经批准成立时发行的普通股总数为12353万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为9433万股，2001年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股8633万股。2007年送股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股14,676万股。2007年增资扩股后发起人江苏省苏豪控股集团有限公司现持有本公司国有法人股17,611.2万股。”

现修改为：“公司经批准成立时发行的普通股总数为12353万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为9433万股，2001年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股8633万股。2007年送股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股14,676万股。2007年增资扩股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股17,611.2万股。2012年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股24,655.68万股。2013年受让江苏苏豪创业投资有限公司1.69%股权后，发起人江苏省苏豪控股集团有限公司现持有本公司国有法人股25,252.2685万股。”

江苏苏豪国际集团股份有限公司

法定代表人：_____

二〇一五年二月三日



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江苏苏豪国际集团股份有限公司

章程修正案

根据《中华人民共和国公司法》及公司章程的有关规定，江苏苏豪国际集团股份有限公司于2015年5月25日召开股东大会，决议通过对公司章程作出如下修改：

1、对章程第七条的修改

现规定：

“公司注册资本为人民币叁亿伍仟贰佰捌拾万元整”

修改为：

“公司注册资本为人民币伍亿贰仟玖佰贰拾万元整”

2、对章程第九条的修改

现规定：

“总经理为公司的法定代表人。”

修改为：

“董事长为公司的法定代表人。”

3、对章程第十二条的修改

现规定：

“本章程所称其他高级管理人员是指公司的董事会秘书、财务负责人，公司设财务总监一名，即为财务负责人。”

修改为：

“本章程所称其他高级管理人员是指公司的董事会秘



书、财务负责人、总法律顾问。公司设财务总监一名，即为财务负责人；设总法律顾问一名，全面负责公司法律事务工作。”

4、对章程第二十条的修改

现规定：

“公司的股本结构为普通股 35,280 万股，其中：
国有法人股 25,252.2685 万股，占股本总额的 71.58%；
社会法人股 9,151.0807 万股，占股本总额的 25.94%；
自然人股东 876.6508 万股，占股本总额的 2.48%”

修改为：

“公司的股本结构为普通股 52,920 万股，其中：
国有法人股 37,878.4028 万股，占股本总额的 71.58%；
社会法人股 13,726.6211 万股，占股本总额的 25.94%；
自然人股东 1,314.9761 万股，占股本总额的 2.48%。”

5、对章程第二十一条的修改

现规定：

“公司经批准成立时发行的普通股总数为 12,353 万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为 9,433 万股，2001 年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 8,633 万股。2007 年送股后发起人江苏省苏豪控股集团有限公司持有本公司



国有法人股 14,676 万股。2007 年增资扩股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 17,611.2 万股。2012 年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 24,655.68 万股。2013 年受让江苏苏豪创业投资有限公司 1.69% 股权后，发起人江苏省苏豪控股集团有限公司现持有本公司国有法人股 25,252.2685 万股。”

修改为：

“公司经批准成立时发行的普通股总数为 12,353 万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为 9,433 万股，2001 年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 8,633 万股。2007 年送股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 14,676 万股。2007 年增资扩股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 17,611.2 万股。2012 年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 24,655.68 万股。2013 年受让江苏苏豪创业投资有限公司 1.69% 股权后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 25,252.2685 万股。2015 年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 37,878.4028 万股。”

6、对章程第一百一十五条第（十）款的修改



现规定:

“聘任或者解聘公司总经理、董事会秘书; 根据总经理的提名, 聘任或者解聘公司副总经理、财务负责人等高级管理人员, 并决定报酬事项和奖惩事项;”

修改为:

“聘任或者解聘公司总经理、董事会秘书; 根据总经理的提名, 聘任或者解聘公司副总经理、财务负责人、总法律顾问等高级管理人员, 并决定报酬事项和奖惩事项;”

7、对章程第一百三十六条的修改

现规定:

“董事会决议表决方式为: 举手表决。每名董事有一票表决权。”

修改为:

“董事会决议表决方式为: 举手表决或书面表决。每名董事有一票表决权。”

江苏苏豪国际集团股份有限公司

法定代表人

二〇一五年五月二十五日



江苏苏豪国际集团股份有限公司

章程修正案

14

根据《中华人民共和国公司法》及公司章程的有关规定，江苏苏豪国际集团股份有限公司于2015年8月6日召开临时股东大会，决议通过对公司章程作出如下修改：

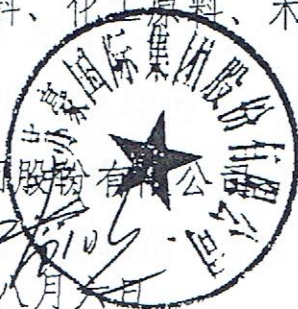
第十四条原为：“经相关机关核准，公司经营范围是：许可经营项目：危险化学品批发（按许可证所列项目经营）、煤炭批发经营、预包装食品兼散装食品的批发与零售；一般经营项目：进出口丝、绸、服装、复制品，羊毛进口。自营和代理除国家组织统一联合经营的十六种商品和国家实行核定公司经营的十四种进口商品以外的商品及技术的进出口业务；开展“三来一补”、进料加工业务；经营对销贸易和转口贸易。国内商业及物资供销业，石油制品（五种成品油除外）、有色金属、钢材、废钢、建筑材料、化工原料、木材的销售。”

现修改为：“经相关机关核准，公司经营范围是：许可经营项目：危险化学品批发（按许可证所列项目经营）、煤炭批发经营、预包装食品兼散装食品的批发与零售；一般经营项目：进出口丝、绸、服装、复制品，羊毛进口。自营和代理除国家组织统一联合经营的十六种商品和国家实行核定公司经营的十四种进口商品以外的商品及技术的进出口业务；开展“三来一补”、进料加工业务；经营对销贸易和转口贸易。国内商业及物资供销业，石油制品（五种成品油除外）、有色金属、钢材、废钢、建筑材料、化工原料、木材、化肥的销售。”

江苏苏豪国际集团股份有限公司

法定代表人

二〇一五年八月六日



江苏苏豪国际集团股份有限公司

章程修正案

根据《中华人民共和国公司法》及公司章程的有关规定，江苏苏豪国际集团股份有限公司于2016年5月23日召开股东大会，决议通过对公司章程作出如下修改：

1、对章程第七条的修改

现规定：

“公司注册资本为人民币伍亿贰仟玖佰贰拾万元整”

修改为：

“公司注册资本为人民币陆亿捌仟柒佰玖拾陆万整”

2、对章程第二十条的修改

现规定：

“公司的股本结构为普通股 52,920 万股，其中：

国有法人股 37,878.4028 万股，占股本总额的 71.58%；
社会法人股 13,726.6211 万股，占股本总额的 25.94%；
自然人股东 1,314.9761 万股，占股本总额的 2.48%。”

修改为：

“公司的股本结构为普通股 68,796 万股，其中：

国有法人股 49,241.9237 万股，占股本总额的 71.58%；
社会法人股 17,844.6074 万股，占股本总额的 25.94%；
自然人股东 1,709.4689 万股，占股本总额的 2.48%。”



3、对章程第二十一条的修改

现规定：

“公司经批准成立时发行的普通股总数为 12,353 万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为 9,433 万股，2001 年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 8,633 万股。2007 年送股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 14,676 万股。2007 年增资扩股后发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 17,611.2 万股。2012 年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 24,655.68 万股。2013 年受让江苏苏豪创业投资有限公司 1.69% 股权后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 25,252.2685 万股。2015 年送股后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 37,878.4028 万股。”

修改为：

“公司经批准成立时发行的普通股总数为 12,353 万股，成立时发起人江苏省苏豪控股集团有限公司持有的国有法人股为 9,433 万股，2001 年股权转让后，发起人江苏省苏豪控股集团有限公司持有本公司国有法人股 8,633 万股。2007 年送股后发起人江苏省苏豪控股集团有限公司持有本公司

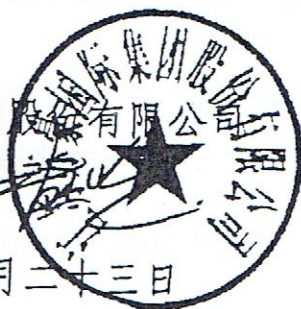


20
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江苏苏豪国际集团股份有限公司

法定代表人：[Signature]

二〇一六年五月二十三日



Jiangsu Soho International Group Corp.

Articles of Association

(Amended on May 20, 2014)

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files of Jiangsu Administration for
Industry and Commerce
Date: __, 201__

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Chapter 1 General

Article 1 In order to safeguard the legitimate rights and interests of the Company, shareholders and creditors, and standardize the organization and behaviors of the Company, the Articles of Association are hereby established according to *Company Law of the People's Republic of China* (hereinafter referred to as *Company Law*) and other relevant regulations.

Article 2 The Company is a company limited by shares established according to *Opinions on Standards for the Companies Limited by Shares* and other regulations (hereinafter referred to as "the Company"). The Company was established by means of directed placement and registered and established by Jiangsu Administration for Industry and Commerce with the approval of Jiangsu Institutional Reform Committee (S.T.Z.T. (1994) No. 258 Document, i.e. *Approval of Establishment of Jiangsu Silk Import and Export Group Corporation*. Also, the Company obtained a business license issued by

Jiangsu Administration for Industry and Commerce.

Article 3 The Company has already standardized and legally performed registration formalities according to relevant provisions and pursuant to *Company Law of the People's Republic of China*.

Article 4 Registered name of the Company:

Company name: JIANGSU SOHO INTERNATIONAL GROUP CORP.

Article 5 Domicile of the Company: No. 48, Ruanjian Avenue, Nanjing

Article 6 Postal code of the Company: 210012

Article 7 The registered capital of the Company is RMB Three Hundred and Fifty Two Million Eight Hundred Thousand Yuan only.

Article 8 The Company is a permanently existing company limited by shares.

Article 9 The general manager is the legal representative of the Company.

Article 10 All assets of the Company are divided into equal-amount shares. The shareholders undertake liabilities for the Company according to the shares they hold, while the Company undertakes liabilities for its debts with all its assets.

Article 11 Articles of Association of the Company become a legally binding document that standardizes the organization and behaviors of the Company and the right and obligation relations between the Company and the shareholders and between shareholders since the effective date. Shareholders may sue the Company according to Articles of Association; the Company may sue shareholders, directors, supervisors, general manager and other senior management personnel according to Articles of Association; shareholders may sue other shareholders according to Articles of Association; shareholders may sue directors, supervisors, general manager and other senior management personnel of the Company according to Articles of Association.

Article 12 Other senior management personnel mentioned herein refer to board secretary and financial principal of the Company. One financial director is appointed in the Company to serve as financial principal.

Chapter 2 Business Tenet and Scope

Article 13 Business tenet of the Company: Start from the overall interests of all shareholders, stick to the emphasis on improvement of economic benefits, give full play to the overall advantage of cocoon silk, actively develop domestic and foreign trade and construction of production bases, and enhance comprehensive competitiveness in order to develop the company to a trade industrial group company taking trade as leading business and industry as basis and realizing synchronous development of trade, industry, agriculture and science and enable all shareholders to obtain favorable benefits.

Article 14 The business scope of the Company verified and approved by relevant authority includes the followings: Licensed business items: Wholesale of dangerous chemicals (operated according to items listed in relevant license), wholesale and operation of coal, and wholesale and retail of prepackaged foods and bulk foods; general business items: Import and export of silk, garment and duplicates and import of wool; self-operation and agency of import and export of commodities and technologies beyond sixteen commodities organized by the state for unified joint operation and fourteen imported commodities operated by companies verified by the state; launch of processing and compensation trades and processing with imported materials; operation of counter-trade and carrying trade; domestic commerce and material supply and sales industry and sales of petroleum products (except five refined oil products), nonferrous metal, steel, steel scrap, building materials, chemical raw materials and wood.

Chapter 3 Shares

Section 1 Issuance of Shares

Article 15 Stock is adopted as the form of the shares of the Company.

Article 16 All shares issued by the Company are ordinary shares.

Article 17 The principles of openness, equality and fairness are implemented for the issuance of company shares. Shares of same type enjoy equal rights and benefits.

Article 18 The book value of stocks issued by the Company is determined in RMB.

Article 19 All stocks of the Company are centrally managed by Huatai Securities Co., Ltd..

Article 20 "The capital structure of the Company includes 352,800,000

ordinary shares, including:

252,522,685 state-owned corporation shares, taking up 71.58% of total equity capital; 91,510,807 social corporation shares, taking up 25.94% of total equity capital; 8,766,508 shares held by individual shareholders, taking up 2.48% of total equity capital."

Article 21 The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company.

Article 22 The Company or the subsidiaries of the Company (including affiliated enterprises) provides no subsidy for those who purchase or plan to purchase shares of the Company by means of bestowal, advance payment, guarantee, compensation or loan.

Section 2 Increase, Decrease and Repurchase of Shares

Article 23 The Company may adopt the following means to increase capital according to the requirements of operation and development and pursuant to relevant provisions of laws and regulations after the General Meeting of Shareholders makes relevant resolutions:

- (1) Issue shares to the public;
- (2) Place shares to existing shareholders;
- (3) Distribute bonus shares to existing shareholders;
- (4) Transfer accumulation fund to increase capital stock;
- (5) Other means regulated by laws and administrative regulations and approved by the competent securities department of the State Council.

Article 24 The Company may decrease the registered capital. The decrease of registered capital of the Company shall be handled according to *Company Law*, other relevant regulations and the procedure specified in Articles of Association.

Article 25 The Company may repurchase its stocks under the following circumstances with the approval of relevant competent authority of the state:

- (1) Cancel shares in order to reduce capital of the Company;
- (2) Merge with other companies holding the stocks of the Company;
- (3) Other conditions allowed by laws and regulations.

The Company does not engage in transaction of its stocks except the abovementioned circumstances.

Article 26 The Company may adopt any of the following methods to repurchase its shares:

- (1) Send repurchase offer to all shareholders according to same ratio;
- (2) Repurchase shares by means of public transaction;
- (3) Other conditions stipulated in laws and administrative regulations and approved by competent securities department of the State Council.

Article 27 After repurchasing the stocks, the Company shall cancel such shares and handle change registration of registered capital in industrial and commercial administration within ten days since the date of completion of repurchase.

Section 3 Transfer of Shares

Article 28 The shares of the Company may be transferred according to law.

Article 29 The Company does not accept its stocks as the object of pledge.

Article 30 The Company shares held by the sponsors shall not be transferred within three year since the date of establishment of the Company.

Directors, supervisors, general manager and other senior management personnel shall declare their shares held in the Company to the Company on a regular basis during tenure; they shall not transfer the shares of the Company held during tenure and within six months after leaving office.

Article 31 If shareholders holding over five percent of shares of the Company with voting rights sell the stocks of the Company they hold within 6 months after purchase, or purchase the stocks within 6 months after sales, the income therefore obtained will belong to the Company. The board of directors

of the Company will withdraw such income.

The stipulation above applies to directors, supervisors, general manager and other senior management personnel holding over five percent of shares of the Company with voting rights.

Chapter 4 Shareholders and General Meeting of Shareholders

Section 1 Shareholders

Article 32 Shareholders of the Company are persons holding shares of the Company according to law.

The shareholders enjoy rights and undertake obligations corresponding to the types of shares they hold; shareholders holding a same type of share enjoy same rights and undertake same obligations.

Article 33 Register of shareholders serves as a sufficient piece of evidence indicating that the shareholders hold the shares of the Company.

Article 34 The Company establishes the register of shareholders according to vouchers provided by securities registration authority.

Article 35 When the Company holds general meeting of shareholders, distributes dividends, liquidates, or engages in other behaviors requiring confirmation of equity, the board of directors will decide on one day as equity registration date. Shareholders registered in the register of shareholders upon closing of the equity registration date are shareholders of the Company.

Article 36 The shareholders of the Company enjoy the following rights:

(1) Obtain dividends or profits distributed in other forms according shares held;

(2) Participate in or assign shareholder agents to participate in shareholder meeting;

(3) Exercise voting rights according to shares held;

(4) Supervise operating behaviors of the Company and put forward suggestions or inquiries;

(5) Transfer, bestow or pledge shares held according to stipulations set out in laws, regulations and Articles of Association;

(6) Acquire relevant information according to stipulations set out in laws, regulations and Articles of Association, including:

1. Obtain Articles of Association of the Company after paying relevant cost;

2. Have the right to check and duplicate after paying reasonable expense:

1) Shareholding information of the shareholders;

2) Minutes of general meeting of shareholders;

3) Interim report and annual report;

4) Total equity capital and capital structure of the Company

(7) Participate in the distribution of remaining property of the Company according to shares held upon termination or liquidation of the Company;

(8) The shareholders enjoy the right to know and participate in major matters of the Company stipulated in laws, administrative regulations and Articles of Association. The Company shall establish effective channels to communicate with shareholders;

(9) The shareholders have the right to protect their legitimate rights through civil litigation or other legal approaches according to stipulations set out in laws, administrative regulations and Articles of Association;

(10) Exercise other rights awarded by laws and administrative regulations.

Article 37 When applying for checking of relevant information specified in the article above or asking for relevant data, the shareholders shall provide the Company with a written document that proves the type and quantity of shares of the Company they hold. After verifying the identities of these shareholders, the Company shall provide the shareholders with the foregoing upon their request.

Article 38 The shareholders have the right to protect their legitimate rights through civil litigation or other legal approaches according to stipulations set out in laws and administrative regulations. When the resolutions made in general meeting of shareholders and board meeting violate stipulations set out in laws and administrative regulations and infringe upon legitimate rights and interests of the shareholders, the shareholders will have the right to file a lawsuit requesting stopping of the abovementioned illegal or infringing behaviors according to law. Directors, supervisors and general manager shall assume compensatory responsibility if they violate stipulations set out in laws, administrative regulations or Articles of Association when executing their duties to cause damages to the Company. The shareholders have the right to

file a lawsuit requesting compensation according to law.

Article 39 The shareholders of the Company undertake the following obligations:

- (1) Abide by Articles of Association of the Company;
- (2) Pay share capital according to the shares they subscribe and share buying method;
- (3) Shareholders are not allowed to withdraw shares unless otherwise specified in relevant laws and regulations;
- (4) Other due obligations specified in laws, administrative regulations and Articles of Association.

Article 40 If shareholders holding over five percent of the shares of the Company with voting rights pledge their shares, they shall submit a written report to the Company since the date when such fact takes place.

Article 41 The controlling shareholder of the Company shall not make any decision damaging legitimate rights and interests of the Company and other shareholders when exercising voting right.

Article 42 The controlling shareholder shall support the Company to deepen labor, personnel and distribution system reform, convert operation management mechanism and establish each system involving position competition and ability of management personnel to work both at the top and down below, enlisting of employees according to their merits and flexibility of entrance and exit, flexibility of increase or decrease of income distribution and effective incentive.

Article 43 The controlling shareholder bears the duty of good faith to the Company and other shareholders. The controlling shareholders shall strictly exercise the rights of contributor according to law. The controlling shareholder is neither allowed to utilize forms like assets restructuring to damage the legitimate rights and interests of the Company and public shareholders nor permitted to utilize its special position to seek for extra interests.

Article 44 The controlling shareholder shall strictly abide by conditions and procedures stipulated in laws, regulations and Articles of Association when nominating candidates of directors and supervisors of the Company. Candidates of directors and supervisors nominated by the controlling shareholder shall have professional knowledge and decision-making and

supervision ability. The controlling shareholders shall not perform any approval formality for resolutions made by the general meeting of shareholders on election and resolutions made by the board of directors on employment of personnel; the controlling shareholder shall not bypass general meeting of shareholders and board of directors and appoint or dismissal senior management personnel of the Company.

Article 45 The major decisions of the Company shall be made by general meeting of shareholders and board of directors according to law. The controlling shareholder shall not intervene with the decision-making of the Company and production and operation activities legally launched or damage the rights and interests of the Company and other shareholders in a direct or indirect manner.

Article 46 The controlling shareholder and the Company shall implement separation of personnel, assets and finance and independence of organizations and business. They shall conduct independent accounting and solely assume responsibilities and risks themselves.

Article 47 If the senior management personnel of the controlling shareholder hold concurrent posts of directors and senior management personnel of the Company, they shall guarantee enough time and energy to undertake the work of the Company.

Article 48 The assets invested by the controlling shareholder in the Company shall be independent and complete with clear ownership. If the controlling shareholder contributes with nonmonetary assets, it shall handle property ownership change formalities and clearly define the scope of such assets. The Company shall independently register, build accounts, account and manage such assets. The controlling shareholder shall not occupy or dominate such assets or intervene operation and management of the Company for such assets.

Article 49 The Company shall establish a complete financial accounting management system and conduct independent accounting in accordance with requirements of relevant laws and regulations. The controlling shareholder shall respect independence of finance of the Company and shall not intervene with financial and accounting activities of the Company.

Article 50 Board of directors, board of supervisors and other internal organizations of the Company shall be independently operated. The controlling shareholder and its functional departments have no leader-member relation

with the Company and its functional departments. The controlling shareholder and its subordinate bodies shall not deliver any plan and order related to operation of the Company to the Company and its subordinate bodies, or influence independence of operation and management in any other form.

Article 51 The business of the Company shall be completely independent from the controlling shareholder. The controlling shareholder and other subordinate bodies shall not engage in business same as or similar to the business of the Company. The controlling shareholder shall take effective measures to avoid horizontal competition.

Article 52 "Controlling shareholder" mentioned herein refers to shareholder complying with any of the following conditions:

(1) This person can elect more than half number of directors independently or through concerted action with others;

(2) This person may exercise more than thirty percent of voting rights of the Company or control the exercising of more than thirty percent of voting rights of the Company independently or through concerted action with others;

(3) This person holds more than thirty percent of shares of the Company independently or through concerted action with others;

(4) This person may materially control the Company by other means independently or through concerted action with others.

"Concerted action" mentioned hereto refers to a behavior that two or more persons reach consensus by means of agreement (orally or in writing) and any of these persons obtains voting right of the Company so as to reach or consolidate the purpose of control over the Company.

Section 2 General Meeting of Shareholders

Article 53 The general meeting of shareholders is the organ of authority of the Company and exercises the following authorities according to law:

(1) Decide the operation policy and investment plan of the Company;

(2) Elect and replace directors and decide remuneration of relevant directors;

(3) Elect and replace supervisors assumed by shareholder representatives and decide remuneration of relevant supervisors;

(4) Deliberate and approve the reports of board of directors;

- (5) Deliberate and approve the reports of board of supervisors;
- (6) Deliberate and approve the annual financial budget scheme and final settlement scheme of the Company;
- (7) Deliberate and approve the profit distribution scheme and loss compensation scheme of the Company;
- (8) Make resolutions on the increase or decrease of the registered capital of the Company;
- (9) Make resolutions on the issuance of corporate bonds;
- (10) Make resolutions on merger, separation, dissolution, and liquidation of the Company;
- (11) Modify Articles of Association of the Company;
- (12) Make resolutions on employment and dismissal of accounting firm by the Company;
- (13) Deliberate proposals of shareholders issuing more than five percent of total number of shares of the Company with voting rights outside on behalf of the Company;
- (14) Deliberate proposals from the board of supervisors of the Company;
- (15) Deliberate and approve major related party transactions and major assets sale and acquisition matters;
- (16) Deliberate other matters that shall be decided by general meeting of shareholders according to laws, regulations and other relevant provisions.

Article 54 The general meeting of shareholders is classified into annual general meeting of shareholders and interim general meeting of shareholders. The annual general meeting of shareholders is held once every year. It shall be held within six months after the end of the previous accounting year.

Article 55 If any of the following conditions occurs, the Company shall hold an interim general meeting of shareholders within two months since the date when the fact occurs:

- (1) The number of directors is less than the quorum of directors specified in *Company Law* or two thirds of the number of directors specified in Articles of Association;
- (2) The losses of the Company not compensated reach one third of the

total equity capital;

(3) When shareholders independently or jointly holding over ten percent of the shares with voting rights request in writing;

(4) When the board of directors thinks necessary;

(5) When the board of supervisors proposes the holding of an interim general meeting of shareholders.

The shares mentioned in (3) above shall be calculated since the date when the shareholders request in writing.

Article 56 The interim general meeting of shareholders only makes resolutions on the matters specified in the notice.

Article 57 The general meeting of shareholders is convened and hosted by the board chairman; when the board chairman cannot or does not perform the duty, the vice board chairman shall host the general meeting of shareholders; when the vice board chairman cannot perform the duty, more than half number of directors shall jointly elect a director to host the meeting.

When the board of directors cannot or does not perform the duty of convening general meeting of shareholders, the board of supervisors shall timely convene and host the meeting; when the board of supervisors does not convene and host the meeting, shareholders independently or jointly holding more than ten percent of shares of the Company for over nine consecutive days may convene and host the meeting themselves.

Article 58 If the Company convenes a general meeting of shareholders, the board of directors shall inform registered shareholders of the Company twenty days before convening of the meeting.

During calculation of twenty-day starting term of the Company, the day when the meeting is convened shall not be included.

Article 59 Notice of general meeting of shareholders shall include the following contents:

(1) Date, location and time limit of the meeting;

(2) Matters submitted to the meeting for deliberation;

(3) Eye-catching text description: All shareholders are entitled to attend the general meeting of shareholders and entrust agents in writing to attend the meeting and participate in voting. Such shareholder agents are not

necessarily the shareholders of the Company;

(4) Equity registration dates of shareholders entitled to attend the general meeting of shareholders;

(5) Time and place of delivery of power of attorney for voting agency;

(6) Names and telephone numbers of permanent persons in charge of meeting affairs

Article 60 The Company shall fully apply modern information technology approaches and expand ratios of shareholders involved in general meeting of shareholders through various methods and approaches under the precondition that the general meeting of shareholders is guaranteed as legal and effective. Time and location of general meeting of shareholders shall be selected in a way making it convenient for as many as shareholders to participate in the meeting.

Article 61 Shareholders may attend general meeting of shareholder and vote in person or by entrusting agents.

Shareholders shall entrust agents in writing. The entrusting party or the entrusted agent shall sign in writing; if the entrusting party is a legal person, it shall stamp seal of legal person or signed by a formally entrusted agent.

Article 62 If an individual shareholder attends the meeting in person, he/she shall present his/her ID card and shareholding voucher; if another person is entrusted to attend the meeting, he/she shall present his/her ID card, power of attorney for agency and shareholding voucher.

As for an institutional shareholder, its legal representative or an agent entrusted by the legal representative shall attend the meeting. If the legal representative attends the meeting, he/she shall present his/her ID card, effective certificate indicating its qualification as legal representative, and shareholding voucher; if the legal representative entrusts an agent to attend the meeting, the agent shall present his/her ID card, written power of attorney issued by legal representative of the institutional shareholder according to law, and shareholding voucher.

Article 63 Power of attorney issued by a shareholder to entrust another person to attend general meeting of shareholders shall specify the following contents:

(1) Name of agent;

(2) With voting right or not;

(3) Instructions to vote for, vote against or abstain each deliberated matter listed in the agenda of general meeting of shareholders;

(4) Whether the agent has the right to vote on interim proposals possibly included in general meeting of shareholders and specific instruction to type of voting right to exercise if any;

(5) Issued date and effective term of power of attorney;

(6) Signature (or seal) of entrusting party. If the entrusting party is an institutional shareholder, seal of institutional shareholder shall be stamped;

The power of attorney shall specify whether the shareholder agent may vote based on his/her own intention if the shareholder does not give any specific instruction.

Article 64 Power of attorney for agency of voting shall be preserved in the domicile of the Company or other place designated in the meeting convening notice twenty-four hours before convening of relevant meeting. If the power of attorney is signed by another person authorized by the entrusting party, the power of attorney signed with authorization or other authorization documents shall be notarized. Power of attorney or other authorization documents notarized as well as power of attorney for agency of voting shall be preserved in the domicile of the Company or other place designated in the meeting convening notice.

If the entrusting party is a legal person, its legal representative or a person authorized according to resolutions made by board of directors and other decision-making agency shall attend shareholder meeting of the Company as representative.

Article 65 Board of directors and eligible shareholders of the Company may collect voting rights in the general meeting of shareholders from shareholders of the Company. The collection of voting rights shall be implemented without compensation and relevant information shall be fully disclosed to the objects of collection.

Article 66 The Company is responsible for preparing signature file of members attending the meeting. The signature file shall specify names of personnel (or units) attending the meeting and other relevant matters.

Article 67 When the board of supervisors and shareholders entitled to

propose convening of general meeting of shareholders request convening of an interim general meeting of shareholders, it shall be handled according to the following procedures:

(1) Sign one or multiple written requests with same format and contents, request the board of directors to convene an interim general meeting of shareholders and demonstrate topics of the meeting. After receipt of the abovementioned written request, the board of directors shall send a notice for convening of an interim general meeting of shareholders as soon as possible;

(2) If the board of directors fails to send a notice for convening of the meeting within thirty days after receipt of the abovementioned written request, the proposer proposing convening of the meeting may convene an interim general meeting of shareholders within three months after the board of directors receives this request after obtaining the consent of the competent authority. The convening procedures shall be same as the procedures adopted by the board of directors for convening of general meeting of shareholders.

If the board of supervisors or shareholders convenes and hosts a meeting since the board of directors fails to hold the meeting upon the abovementioned request, the Company must offer necessary assistance and pay meeting expenses.

Article 68 After a notice of convening of general meeting of shareholders is sent, the board of directors shall not change the convening time of general meeting of shareholders except force majeure or other accidental events; if the convening time of general meeting of shareholders shall be changed indeed due to force majeure, the equity registration date will not be changed accordingly.

Article 69 If the number of members of board of directors is less than the quorum of directors specified in *Company Law* or two thirds of the number of directors specified in Articles of Association, or the Company fails to make up losses which reach one third of total equity capital, or the board of directors convenes an interim general meeting of shareholders within a stipulated time limit, the board of supervisors or the shareholders may convene interim general meeting of shareholders according to procedures stipulated in Article 67 of Articles of Association.

Section 3 Proposals of General Meeting of Shareholders

Article 70 When the Company convenes general meeting of shareholders, shareholders independently or jointly holding more than five percent of total number of shares of the Company with voting rights outside will have the right to raise new proposals to the Company.

Article 71 Proposals of general meeting of shareholders shall comply with the following conditions:

(1) The contents of the proposals do not conflict with stipulations set out in laws, regulations and Articles of Association and the proposals are included in business scope of the Company and scope of responsibility of general meeting of shareholders;

(2) The proposals shall have definite topics or specific resolution matters;

(3) The proposals shall be submitted or delivered to the board of directors in writing.

Article 72 The board of directors of the Company shall review the proposals of general meeting of shareholders according to stipulations set out in Article 71 of this section with maximum interests of the Company and shareholders as code of conduct.

Article 73 If the board of directors decides not to list the proposals of general meeting of shareholders in the meeting agenda, it shall explain and describe it in this general meeting of shareholders and announce contents of proposals and instructions of board of directors together with resolutions made in general meeting of shareholders after end of general meeting of shareholders.

Article 74 Shareholders putting forward proposals may request convening of an interim general meeting of shareholders according to procedures stipulated in Article 67 of Articles of Association if they have objection against the decision made by the board of directors as not listing their proposals in the agenda of general meeting of shareholders.

Section 4 Resolutions of General Meeting of Shareholders

Article 75 Shareholders (including shareholder agents) exercise voting rights with shares represented by them with voting rights. Each share enjoys one vote.

Article 76 The resolutions of general meeting of shareholders are classified into general resolution and special resolution.

The general resolution made by the general meeting of shareholders shall be approved by at least 1/2 of the voting rights held by the shareholders (including shareholder agents) present at the general meeting of shareholders.

The special resolution made by the general meeting of shareholders shall be approved by at least 2/3 of the voting rights held by the shareholders (including shareholder agents) present at the general meeting of shareholders.

Article 77 The following matters are approved by the general meeting of shareholders in form of general resolution:

- (1) Work reports of board of directors and board of supervisors;
- (2) Profit distribution scheme and loss compensation scheme drafted by board of directors;
- (3) Appointment and dismissal of members of board of directors and board of supervisors as well as their remuneration and payment method;
- (4) Annual budget scheme and final settlement scheme of the Company;
- (5) Annual report of the Company;
- (6) Other matters beyond those that shall be approved in form of special resolution as stipulated by laws, administrative regulations or Articles of Association.

Article 78 The following matters are approved by the general meeting of shareholders in form of special resolution:

- (1) Increase or decrease of registered capital of the Company;
- (2) Issuance of corporate bonds;
- (3) Separation, merger, dissolution and liquidation of the Company;
- (4) Modification of Articles of Association of the Company;
- (5) Repurchase of stocks of the Company;
- (6) Other matters recognized by general meeting of shareholders in form of general resolution as having a major influence on the Company and requiring approval in form of special resolution.

Article 79 Without the approval of the general meeting of shareholders in

special resolution, the Company shall not conclude any contract that handing over the management of all or important business of the Company to any person other than directors, general manager and other senior management personnel.

Article 80 List of candidates of directors and supervisors shall be submitted to general meeting of shareholders for resolution by means of proposal.

The board of directors shall provide the shareholders with resumes and basic conditions of candidates of directors and supervisors.

The candidates of directors shall be nominated by the board of directors; shareholders independently or jointly holding more than five percent of the Company may also nominate such candidates.

When electing directors, the general meeting of shareholders may implement margin election.

Upon election at expiration of office terms, candidates of directors nominated by the board of directors and each competent nominating director shall not exceed two times of number of members of board of directors stipulated herein respectively.

If it is required to individually adjust existing directors or add some directors within tenure of each board of directors, candidates of directors nominated by the board of directors and each competent nominating director shall not exceed two times of the number of directors that shall be adjusted or added.

The board of directors of the Company is responsible for implementing formal examination of nomination of shareholders. As long as the nominees have the director qualifications complying with statutory provisions, the board of directors is obliged to submit it to the general meeting of shareholders for voting.

Candidates of supervisors served by shareholders shall be nominated by the board of supervisors and shareholders independently or jointly holding more than five percent of shares of the Company. Election method, nominated amount and examination form are same above.

Article 81 Disclosed ballot is adopted by the general meeting of shareholders for voting.

Article 82 At least two shareholder representatives and one supervisor shall participate in counting of votes on each deliberated matter and the representative of these counting personnel shall announce voting results on the spot.

Article 83 The moderator of the meeting decides whether the resolutions made by general meeting of shareholders are approved based on voting results and declares the voting results in the meeting. The voting results of resolutions shall be specified in meeting minutes.

Article 84 If the moderator has any doubt with results of resolutions submitted for voting, he/she may count and calculate the votes; if the moderator fails to count votes and shareholders or shareholder agents attending the meeting have objection against the results declared by the moderator, the moderator will have the right to immediately request vote counting after declaration of voting results and the moderator shall count votes immediately.

Article 85 When relevant related party transactions are deliberated in general meeting of shareholders, the related shareholders shall not participate in voting and the shares represented by these shareholders with voting rights are not included in total number of effective votes; announcement of resolutions of general meeting of shareholders shall fully disclose voting conditions of non-related shareholders. If related shareholders cannot excuse themselves under special circumstances, the Company may vote according to normal procedures and explain in the announcement mentioned above after obtaining consent from competent department.

When relevant related party transactions are deliberated in general meeting of shareholders, shareholders with related party relationship shall initiatively excuse themselves and other shareholders will also have the right to request them to excuse themselves.

Article 86 The board of directors shall make judgment on whether relevant matters proposed to be submitted to the general meeting of shareholders for deliberation constitute related party transactions according to stipulations set out in relevant laws and regulations.

Article 87 The board of directors shall complete the work stipulated above and disclose the conditions of related parties involved in the proposals planned to be deliberated in the notice of general meeting of shareholders before notice of general meeting of shareholders is sent.

Article 88 If the related parties shall excuse themselves but fail to do so to result in approval of resolutions of general meeting of shareholders on related party transactions and also cause losses to the Company, other shareholders of the Company or third party acting in good faith, such related shareholders shall assume relevant civil liabilities.

Article 89 Except information involving the business secrets of the Company that shall not be disclosed in general meeting of shareholders, board of directors and board of supervisors shall reply or explain inquiries and suggestions from the shareholders.

Article 90 Minutes shall be kept for the general meeting of shareholders. The meeting minutes shall record the following contents:

(1) Ratio of shares with voting rights involved in general meeting of shareholders in total shares of the Company;

(2) Date and location of convening of meeting;

(3) Name of meeting moderator and agenda of the meeting;

(4) Key points of speeches of each speaker on each deliberated matter;

(5) Voting result of each matter voted;

(6) Inquiries, opinions and suggestions of shareholders, replies or explanations of board of directors and board of supervisors as well as other contents;

(7) Other contents deemed by the general meeting of shareholders as a necessary part of meeting minutes.

Article 91 Minutes of general meeting of shareholders shall be signed by directors and recorders attending the meeting and then preserved by the board secretary as archives of the Company.

The minutes of general meeting of shareholders shall be preserved for at least ten years.

Article 92 Number of members attending general meeting of shareholders, amount of shares held by shareholders attending the meeting, power of attorney, voting result of each matter voted, meeting minutes, legality of meeting procedures and other relevant matters can be notarized.

Chapter 5 Board of Directors

Section 1 Directors

Article 93 The directors of the Company are natural persons. Directors are not required to hold shares of the Company.

Article 94 Persons complying with conditions stipulated in Paragraph 1 of Article 147 of *Company Law* shall not serve as directors of the Company.

Article 95 Directors are elected or replaced by the general meeting of shareholders with the tenure of three years. After expiry of the tenure, the directors can be reelected and reappointed. The general meeting of shareholders is not allowed to dismiss the directors before the expiry of tenure for no reason.

Article 96 Tenure of directors is calculated since the date when resolution of general meeting of shareholders is approved and ends upon expiry of tenure of this board of directors.

Article 97 Selection and employment of directors of the Company shall follow the principles of openness, fairness, equality and independence.

During election of directors, the opinions of minority shareholders shall be fully revealed.

Article 98 The Company shall disclose detailed information of candidates of directors before convening of general meeting of shareholders to ensure that the shareholders have enough understanding of the candidates during voting.

Article 99 Candidates of directors shall make a written commitment indicating that they agree to accept nomination, promise authenticity and integrity of information of candidates of directors publicly disclosed and guarantee to practically perform the responsibilities of directors after election.

Article 100 The Company shall sign employment contract with directors to make clear of rights and obligations of the Company and the shareholders, tenure of director, responsibilities of directors for violation of laws, regulations and Articles of Association, as well as compensation for directors in case that the Company cancels the contract ahead of time due to certain reasons, and any other contents.

Article 101 Directors shall abide by relevant laws, administrative regulations and Articles of Association, faithfully perform their responsibilities and safeguard the interests of the Company. When their own interests conflict

with interests of the Company and shareholders, they shall take maximum interests of the Company and shareholders as code of conduct and guarantee the followings:

(1) Exercise rights within scope of responsibility and avoid exceeding their power or authority;

(2) Do not conclude contracts or transact with the Company unless otherwise approved according to stipulations set out in Articles of Association of the Company or with the awareness of the general meeting of shareholders;

(3) Do not utilize inside information to seek for interests for themselves or others;

(4) Do not operate business similar to the business of the Company or engage in activities damaging interests of the Company for themselves or others;

(5) Do not utilize authority to take bribes or other illegal income or embezzle the property of the Company;

(6) Do not embezzle capital or lend capital of the Company to others;

(7) Do not take advantage of position to embezzle or accept business opportunities that should originally belong to the Company for themselves or others;

(8) Do not accept commission related to transactions of the Company without approval under the condition that the general meeting of shareholders is aware;

(9) Do not open an account to deposit assets of the Company in individual name or in others' name;

(10) Do not provide guarantee for the debts of shareholders of the Company or other individuals with the assets of the Company;

(11) Do not disclose confidential information involving the Company as learned during office term without consent under the condition that the general meeting of shareholders is aware; however, under the following circumstances, the directors may disclose such information to court or any other competent authority of the government:

1. Stipulated in laws;

2. Requested by public interests;
3. Requested by legitimate interests of such directors.

Article 102 Directors shall prudently, carefully and diligently exercise rights awarded by the Company to ensure that:

(1) The commercial behaviors of the Company comply with requirements of national laws, administrative regulations and each economic policy of the state and the commercial activities do not go beyond the business scope stipulated in business license;

(2) All shareholders are treated fairly;

(3) Each commercial report and financial report of the Company are carefully read, and business operation and management conditions of the Company are timely learned;

(4) Right of disposal of management of the Company legally awarded is exercised in person without others' manipulation; the right of disposal is not transferred to others for exercising without the permission of laws and administrative regulations or required approval under the condition that the general meeting of shareholders is aware;

(5) Legal supervision and reasonable suggestions from the board of supervisors for performing of its responsibilities are accepted;

(6) The due responsibilities are faithfully, honesty and diligently performed according to maximum interests of the Company and all shareholders;

(7) Sufficient time and energy are provided to perform due responsibilities;

(8) A reasonable and responsible attitude shall be adopted to attend board meeting and definite opinions are expressed on the discussed matters. When a director indeed cannot attend the board meeting in person, he/she may entrust another director in writing to vote according to his/her intention and the entrusting party shall independently assume legal liability;

(9) Stipulations set out in relevant laws, regulations and Articles of Association are followed and commitments openly made are strictly follows;

(10) Relevant training is actively attended to get to know rights, obligations and responsibilities of directors, get familiar with relevant laws and

regulations, and master relevant knowledge that must be known by a director.

Article 103 No director shall act in individual name on behalf of the Company or the board of directors unless otherwise stipulated in Articles of Association or legally authorized by the board of directors. When a director acts in individual name, this director shall state its standpoint and identity under the condition that a third party would reasonably think that this director acts on behalf of the Company or the board of directors.

Article 104 When an individual director or other enterprise this director works for is directly or indirectly related to existing or planned contracts, transactions and arrangements of the Company (except employment contracts), it shall disclose nature and degree of related party relationship to the board of directors as soon as possible no matter if relevant matters shall be approved and consented by the board of directors under general circumstances.

If the related parties shall excuse themselves but fail to do so to result in approval of resolutions of board of directors on related party transactions and also cause losses to the Company, other shareholders of the Company or third party acting in good faith, such related shareholders shall assume relevant civil liabilities.

Unless otherwise directors with related party relationship make disclosure to the board of directors as required hereto and the board of directors approves such matters in a meeting where such directors are not included in quorum and such directors do not participate in voting either, the Company will have the right to revoke such contract, transaction or arrangement except that the opposite party is a third party acting in good faith.

When the board of directors deliberates relevant related party transactions, directors with related party relationship shall initiatively excuse themselves, and other directors also have the right to request them to excuse themselves.

Article 105 If directors of the Company send a written notice to the board of directors and state that contracts, transactions and arrangements reached by the Company later have a stake with these directors due to contents listed in the notice before the Company initially considers conclusion of relevant contracts, transactions and arrangements, relevant directors will be deemed as already making disclosure stipulated above in this chapter within a scope

demonstrated in the notice.

Article 106 If a director fails to attend board meeting in person or by entrusting other directors for two consecutive times, it will be deemed that this director cannot perform the duties and consequently the board of directors shall suggest replacement of this director to the general meeting of shareholders.

Article 107 Directors may resign before the expiry of tenure. Directors who are to resign shall submit a written resignation report to the board of directors.

Article 108 If the number of directors in the board of directors of Company is less than the quorum due to the resignation of a director, the resignation report of this director shall take effect only after the succeeding director fill up the job vacancy from resignation.

The board of directors mentioned above shall convene an interim general meeting of shareholders as soon as possible and elect a new director to fill up the job vacancy from resignation of this director. The authorities of the director resigning and the board of directors shall be subject to reasonable restrictions before the general meeting of shareholders makes a resolution on election of the director.

Article 109 When a director applies for resignation or has its tenure expired, its obligations for the Company and the shareholders will not be certainly canceled before the resignation report comes into force or within a reasonable period after the report comes into force and the tenure expires. Further, the obligation of this director to remain confidential for the business secrets of the Company will still remain effective after end of office term until such secrets become public information. Duration of other obligations shall be decided according to principle of fairness and determine based on the duration between occurrence of event and resignation as well as end of relationship of the Company whatever the circumstances and conditions.

Article 110 Directors with tenure not expired yet shall assume compensatory liability for losses caused to the Company due to their unauthorized resignation.

Article 111 The Company does not pay directors in any form.

Article 112 Stipulations set out herein concerning directors' obligations apply to supervisors, general manager and other senior management

personnel of the Company.

Section 2 Board of Directors

Article 113 The board of directors is set in the Company and is responsible for general meeting of shareholders.

Article 114 The board of directors comprises five directors. One board chairman is appointed. One or two vice board chairmen can be appointed.

Article 115 The board of directors exercises the following authorities:

(1) Convene general meeting of shareholders and report work to the general meeting of shareholders;

(2) Execute the resolutions of the general meeting of shareholders;

(3) Decide the operation plan and investment scheme of the Company;

(4) Establish the annual financial budget scheme and final settlement scheme of the Company;

(5) Establish the profit distribution scheme and loss compensation scheme of the Company;

(6) Establish schemes for increase or decrease of the registered capital, issuance of bonds or other securities, and listing of the Company;

(7) Formulate schemes for major acquisition and repurchase of corporate stocks or merger, separation, and dissolution of the Company;

(8) Decide risk investment, asset mortgage and other guaranteed matters of the Company within scope of authority of general meeting of shareholders;

(9) Decide the setting of internal management organization of the Company;

(10) Employ or dismiss the general manager and board secretary of the Company; employ or dismiss senior management personnel including vice general managers and financial principal according to the nomination of the general manager and decide their remuneration as well as rewards and punishments;

(11) Formulate the basic management system of the Company;

(12) Formulate the modification scheme of Articles of Association of the Company;

(13) Manage the information disclosure matters of the Company;

(14) Propose the employment or replacement of the accounting firm providing audit services for the Company to the general meeting of shareholders;

(15) Listen to the work report of the general manager and check his/her work;

(16) Other authorities granted by relevant laws, regulations and general meeting of shareholders.

Article 116 Board of directors of the Company may establish specific committees such as strategy committee, audit committee, and remuneration and assessment committee according to relevant resolutions of general meeting of shareholders. Members of specific committees comprise all directors.

Article 117 Main responsibilities of strategy committee are to study and suggest long-term development strategies and major investment decisions of the Company.

Article 118 Main responsibilities of audit committee: (1) Propose the employment or replacement of external audit agency; (2) Supervise internal audit system of the Company and the implementation of this system; (3) Take charge of communication between internal audit and external audit; (4) Review financial information of the Company and its disclosure; (5) Review internal control system of the company.

Article 119 Main responsibilities of remuneration and assessment committee: (1) Study standards for assessment of directors and managers, assess these personnel and put forward suggestions; (2) Discuss and review remuneration policies and schemes of directors and senior management personnel.

Article 120 Each specific committee may hire an intermediary to provide professional opinions and the Company shall undertake relevant expenses incurred.

Article 121 Each specific committee shall take responsibility for board of directors. Proposals of each specific committee shall be submitted to board of directors for review and decision-making.

Article 122 The board of directors of the Company shall explain the

financial report of the Company issued by certified public accountants with reservations to the general meeting of shareholders.

Article 123 The board of directors establishes its rules of procedure to ensure work efficiency and scientific decision-making of the board of directors.

Article 124 The board of directors shall determine the authority for risk investment made by applying the assets of the Company and establish strict review and decision-making procedures; as for major investment projects, relevant experts and professionals shall be organized to review such projects and then report to the general meeting of shareholders for approval.

Article 125 The Company shall not provide guarantee for its shareholders, holding subsidiaries of shareholders, affiliated enterprises of shareholders, or individual debts as well as enterprises not invested by the Company. When the Company provides guarantee for enterprises invested by the Company, the approval of the board of directors shall be obtained.

Article 126 Board chairman and vice board chairmen are served by directors of the Company and they shall be elected and dismissed by more than half number of all directors.

Article 127 The board chairman exercises the following authorities:

(1) Host the general meeting of shareholders, and convene and host board meeting;

(2) Urge, supervise and check the execution of resolutions made by board of directors;

(3) Sign stocks, securities and other valuable securities of the Company;

(4) Sign important documents of board of directors and other documents that shall be signed by the board chairman of the Company;

(5) Exercise special right of disposal complying statutory provisions and interests of the Company over affairs of the Company upon occurrence of force majeure such as extraordinarily serious natural calamities and report to the directors and general meeting of shareholders of the Company afterwards;

(6) Perform other authorities awarded by the board of directors.

Article 128 When the board chairman cannot perform the duties, he/she

shall designate a vice board chairman to perform the duties on his/her behalf.

Article 129 The board of directors shall hold at least two meetings every year which shall be convened by the board chairman. All directors shall be notified in writing ten days before convening of meeting.

Article 130 The board chairman shall convene an interim board meeting within three working days if any of the following circumstances occurs:

- (1) When the board chairman thinks necessary;
- (2) When more than one third of directors jointly propose;
- (3) When the board of supervisors proposes;
- (4) When the general manager proposes.

Article 131 The board of directors notifies convening of interim board meeting by email or fax.

When the board chairman cannot perform the duties under the circumstances stipulated in (2), (3), (4) and (5) of article 130 of this chapter, vice board chairman or a director shall be designated to convene an interim board meeting; when the board chairman cannot perform the duties for no reason, or fails to designate a specific person to exercise the duties on his/her behalf, the vice board chairman or more than half number of directors may jointly elect a director to take charge of convening the meeting.

Article 132 Notice of board meeting includes the following contents:

- (1) Date and location of meeting;
- (2) Term of meeting;
- (3) Causes and topics;
- (4) Date of sending of notice

Article 133 Board meeting shall be held only when more than half number of directors attends the meeting. Each director enjoys one vote. When the board of directors makes a resolution, the approval of more than half number of all directors can be obtained.

Article 134 In an interim meeting, the board of directors shall host the meeting by fax and make relevant resolution under the precondition that the directors fully express their opinions. Besides, directors involved in the meeting shall sign their names.

Article 135 Directors shall attend board meeting in person. If the directors cannot attend the meeting due to certain reasons, they may entrust other directors to attend the meeting on their behalf in writing.

Name of agent, matters for agency, authority and term of validity shall be specified in the power of attorney. Also, the entrusting party shall sign or seal on it.

Directors entrusted to attend the meeting shall exercise director's rights within the scope of authority. If the directors fail to attend the board meeting and entrust representatives to attend it, it will be viewed as such directors waiving the voting rights in this meeting.

Article 136 Voting method of resolutions made by the board of directors: Vote by a show of hands. Each director has one vote.

Article 137 The board meeting shall be recorded. Directors and recorders attending the meeting shall sign their names in meeting minutes. Directors attending the meeting have the right to request explanatory recording of their speeches in the meeting. The minutes of board meeting shall be used as archives of the Company and preserved by the board secretary.

The minutes of board meeting shall be preserved for at least ten years.

Article 138 The minutes of board meeting shall include the following contents:

- (1) Date and location of convening of the meeting and name of convener;
- (2) Names of directors attending the meeting and names of directors (agents) attending the meeting upon others' entrustment;
- (3) Meeting agenda;
- (4) Key points of directors' speeches;
- (5) Voting method and result of each resolution matter (the voting result shall specify the number of affirmative votes, negative votes or abstention votes).

Article 139 Directors shall sign their names in resolutions made by the board of directors and take responsibility for such resolutions. When the resolutions made by the board of directors violate laws, regulations or Articles of Association of the Company to cause losses to the Company, directors

involved in resolution making shall assume compensatory liability for the Company. However, directors who are proved to have stated objections and been recorded in the minutes upon voting can be exempted from undertaking such liability.

Article 140 The Company may purchase liability insurance for the directors with the approval of the general meeting of shareholders except liabilities resulting from the directors' violation of laws, regulations and Articles of Association of the Company.

Section 3 Board Secretary

Article 141 Board secretary was appointed in the board of directors. As one of senior management personnel of the Company, the board secretary takes responsibility for the board of directors.

Article 142 The board secretary shall have necessary professional knowledge and experience and shall be appointed by the board of directors.

Condition stipulated in Article 94 above in which the director of the Company cannot be served applies to board secretary.

Article 143 Qualifications required of board secretary:

(1) Have education background of junior college and above and engage in work of secretary, management, equity affair, etc. for more than three years;

(2) Have knowledge in respect to finance, taxation, law, finance, enterprise management and computer application, have good personal quality and professional ethics, strictly abide by relevant laws, regulations and rules, and loyally perform duties;

(3) Directors of the Company may hold a concurrent post of board secretary. However, supervisors shall not hold a concurrent post of supervisor;

(4) Persons complying with conditions stipulated in Paragraph 1 of Article 147 of *Company Law* shall not serve as board secretary;

(5) Accountants from accounting firm hired by the Company as well as lawyers from law firm hired by the Company shall not hold a concurrent post of board secretary.

Article 144 Main responsibilities of board secretary include:

(1) Coordinate and organize information disclosure matter of the Company, including establishment of information disclosure system, reception of visits, answering of consulting, contact with shareholders, provision of investors with data publicly disclosed by the Company, and facilitation of the Company to timely, legally, authentically and completely disclose information;

(2) Attend relevant meeting involving information disclosure as a nonvoting party. Relevant department of the Company shall provide the board secretary with data and information needed for information disclosure. Before making a major decision, the Company shall inquire the opinions from the board secretary from the angle of information disclosure;

(3) Take charge of information confidentiality work and formulate confidential measures. Timely take remedial measures to explain and clarify when inside information is disclosed;

(4) Take charge of keeping register of shareholders of the Company, register of directors and board secretary, shareholding data of substantial shareholders and directors, seals of board of directors as well as meeting documents and minutes of board of directors and general meeting of shareholders of the Company;

(5) Help directors, supervisors and senior management personnel of the Company get to know responsibilities stipulated in laws, regulations and Articles of Association of the Company for the abovementioned personnel;

(6) Assist the board of directors in exercising its authorities according to law, timely remind the board of directors when the board of directors makes resolutions against laws, regulations, Articles of Association of the Company and relevant provisions, record the conditions in meeting minutes when the board of directors insists on making the abovementioned resolutions, and immediately submit meeting minutes to all directors and supervisors of the Company.

(7) Provide consulting and suggestions for major decision-making of the Company.

Article 145 Directors or other senior management personnel of the Company may hold a concurrent post of board secretary of the Company.

Article 146 The board secretary is nominated by the board chairman and employed or dismissed by the board of directors. If a director holds a concurrent post of board secretary and a certain behavior shall be adopted by

the director and the board secretary separately, this director shall not adopt such behavior with double identity.

Article 147 When dismissing board secretary, the board of directors of the Company shall present sufficient reasons.

Article 148 When leaving office, the board secretary shall accept resignation review from board of directors and board of supervisors and hand over relevant archives, matters being handled, and other matters to handle under the supervision of the board of supervisors of the Company. When hiring board secretary, the Company shall sign a confidentiality agreement with the board secretary and request it to promise to continuously perform confidentiality obligations after leaving office until relevant information is publicly disclosed.

Chapter 6 General Manager

Article 149 One general manager is appointed in the Company. The general manager is employed or dismissed by the board of directors. Directors can be hired to hold concurrent posts of general manager, vice general manager or other senior management personnel. However, the number of directors holding concurrent posts of general manager, vice general manager or other senior management personnel shall not exceed half of total number of directors of the Company.

Article 150 Person complying with conditions stipulated in Article 147 of *Company Law* shall not serve as general manager of the Company.

Article 151 The tenure of general manager lasts for three years. The general manager can be reelected and reappointed.

Article 152 The general manager takes responsibility for the board of directors and exercises the following authorities:

- (1) Host the operation and management of the Company and report work to the board of directors;
- (2) Organize the implementation of resolutions made by the board of directors as well as annual plan and investment scheme of the Company;
- (3) Draft a scheme for setting of internal management organization of the Company;
- (4) Draft the basic management system of the Company;

- (5) Establish the specific rules and regulations of the Company;
- (6) Propose the employment or dismissal of vice general managers and financial principal of the Company to the board of directors;
- (7) Decide the employment or dismissal of management personnel beyond those that shall be employed or dismissed by the board of directors;
- (8) Draft wages, welfare, and reward and punishment of employees of the Company and decide employment and dismissal of employees of the Company;
- (9) Propose the convening of interim meeting of board of directors;
- (10) Perform other authorities awarded by board of directors.

Article 153 The general manager may attend board meeting as a nonvoting party. General manager who is not a director has no voting right in board of directors.

Article 154 The general manager shall submit a report concerning signing of major contracts of the Company, execution of such contracts, capital use condition and profit and loss situation of the Company to the board of directors or board of supervisors according to the provisions of the Company. The general manager must guarantee the authenticity of such report.

Article 155 When handling issues involving vital interests of the employees such as wages, welfare, work safety, labor protection, labor insurance and dismissal (or firing) of employees of the Company, the general manager shall listen to the opinions of trade union and congress of employees and staff first.

Article 156 The general management shall establish detailed working rules of general manager and submit them to the board of director for approval before implementation.

Article 157 The detailed working rules of general manager include the following contents:

- (1) Conditions and procedures for convening of general manager meeting and participants;
- (2) Specific duties and labor division of general manager, vice general managers and other senior management personnel;

(3) Authorities of use of company capital and assets and signing of major contracts and reporting system to the board of directors and the board of supervisors.

(4) Other matters the board of directors thinks necessary.

Article 158 The general manager of the Company shall abide by the provisions of laws, administrative regulations and Articles of Association and perform the duties of integrity and diligence.

Article 159 The general manager may resign before the expiry of tenure. The specific procedure and method for resignation of general manager are stipulated in the labor contract signed by the general manager and the Company.

Chapter 7 Board of Supervisors

Section 1 Supervisors

Article 160 Supervisors are served by shareholder representatives and employee representatives of the Company. The number of supervisors served by employee representatives of the Company shall not be less than one third of total number of supervisors.

Article 161 The supervisors shall have professional knowledge or work experience involving law and accounting. Personnel and structure of board of supervisors shall ensure that the board of supervisors can independently and effectively exercise supervision and inspection over directors, general manager and other senior management personnel as well as finance of the Company.

Article 162 Persons complying with conditions stipulated in Paragraph 1 of Article 147 of *Company Law* shall not serve as supervisors of the Company.

Directors, general manager and other senior management personnel shall not hold a concurrent post of supervisor.

Article 163 Tenure of supervisor lasts for three years. Supervisors served by shareholders shall be elected or replaced by general meeting of shareholders, while supervisors served by employees are democratically selected or replaced by the employees of the Company. Supervisors can be reelected and reappointed.

Article 164 If the supervisors cannot attend the meeting of board of

supervisors in person for two continuous times, it will be viewed as the supervisors incapable of performing their duties, and the general meeting of shareholders or congress of employees and staff will replace these supervisors.

Article 165 Supervisors may resign before expiry of tenure. Stipulations set out in Chapter 5 of Articles of Association concerning resignation of directors apply to supervisors.

Article 166 Supervisors shall abide by stipulations set out in laws, administrative regulations and Articles of Association and perform the duties of integrity and diligence.

Section 2 Board of Supervisors

Article 167 The board of supervisors is set up in the Company. The board of supervisors comprises five supervisors, including three supervisors served by shareholder representatives who are elected by all supervisors and two supervisors served by employee representatives who are elected by congress of employees and staff; one chairman of board of supervisors is appointed as convener. When the chairman of board of supervisors cannot perform the duties, he/she shall designate a supervisor to perform his/her duties.

Article 168 The board of supervisors exercises the following authorities:

- (1) Check the finance of the Company;
- (2) Supervise the behaviors of directors, general manager and other senior management personnel when executing their duties if such behaviors violate laws, regulations or Articles of Association;
- (3) Request the directors, general manager and other senior management personnel to correct their behaviors if such behaviors damage the interests of the Company and report to general meeting of shareholders or relevant competent authority of the state when necessary;
- (4) Propose the convening of an interim general meeting of shareholders;
- (5) Attend board meeting as a nonvoting party;
- (6) Perform other authorities awarded by general meeting of shareholders.

Article 169 The board of supervisors of the Company takes responsibility

for all shareholders, supervise finance of the Company as well as legality and compliance of performing of duties by directors, general manager and other senior management personnel of the Company, and safeguard legitimate rights and interests of the Company and shareholders.

Article 170 The supervisors have the right to learn operation conditions of the Company and perform relevant confidentiality obligation. The Company shall take measures to guarantee the supervisors' right to know and provide necessary assistance for normal performing of duties by the supervisors. No one shall intervene or obstruct in this regard. Reasonable expenses needed for performing of duties by the supervisors shall be borne by the Company.

Article 171 Supervision records of the board of supervisors as well as results of financial or special inspection shall become important basis for performance evaluation of directors, general manager and other senior management personnel.

Article 172 The board of supervisors may feedback to the board of directors and general meeting of shareholders if it is found out that directors, general manager and other senior management personnel adopt behaviors in violation of laws, regulations or Articles of Association of the Company.

Article 173 When exercising authorities, the board of supervisors may professional organizations such as law firm and accounting firm to offer assistance when necessary. Expenses therefore incurred shall be borne by the Company.

Article 174 The board of supervisors holds at least two meetings every year. The meeting notice shall be delivered to all supervisors in writing ten days before the meeting is held.

Article 175 Meeting notice of the board of supervisors includes the following contents: Date and location of holding of meeting, term of meeting, causes, topics and date of notice sending.

Section 3 Resolutions of Board of Supervisors

Article 176 Method for business conducting of the board of supervisors: Holding of meeting.

Article 177 The board of supervisors shall convene meeting on a regular basis and timely convene interim meeting as demanded. If meeting of board of supervisors cannot be convened as schedule, the reason shall be

announced and explained.

Article 178 The board of supervisors may request directors, general manager and other senior management personnel and internal/external auditors of the Company to attend meeting of board of supervisors and answer the questions concerned.

Article 179 Voting procedure of board of supervisors: Meeting of board of supervisors may vote on matters discussed one by one. The resolutions of the meeting may take effect only after obtaining the approval from more than half number of all supervisors.

Article 180 Meeting of board of supervisors shall be recorded. Supervisors and recorders attending the meeting shall sign their names in the meeting minutes. The supervisors have the right to make some explanatory recording of their speeches delivered in the meeting in the meeting minutes. The minutes of meeting of board of supervisors shall be preserved by the board secretary as archives of the Company.

The minutes of meeting of board of supervisors shall be preserved for at least ten years.

Chapter 8 Financial Accounting System, Profit Distribution and Audit

Section 1 Financial Accounting System

Article 181 The Company has established its financial accounting system according to laws, administrative regulations and the provisions of relevant departments of the state.

Article 182 The Company prepares its quarterly financial report within thirty days after end of each quarter in each accounting year; the Company prepares its interim financial report within sixty days after end of first six months of each accounting year; the Company prepares its annual financial report within one hundred and twenty days after end of each accounting year.

Article 183 The annual financial report of the Company as well as interim financial report used for interim profit distribution shall include the following contents:

- (1) Balance sheet;
- (2) Income statement;

- (3) Profit appropriation statement;
- (4) Cash flow statement;
- (5) Notes to accounting statements

If the Company does not conduct interim profit distribution, the interim financial report includes the accounting statements and notes mentioned above except (3).

Article 184 Quarterly financial report, interim financial report and annual financial report of the Company are prepared according to stipulations set out in relevant laws and regulations.

Article 185 The Company shall not set up another accounting book except the legal accounting book. It is not allowed to open any account to store the assets of the Company in the name of any individual.

Article 186 The profits of the Company after paying of income tax will be distributed according to the following sequence:

- (1) Make up the losses incurred in previous year;
- (2) Draw ten percent of legal accumulation fund;
- (3) Draw optional accumulation fund;
- (4) Pay dividends to shareholders.

When the accumulative amount of legal accumulation fund of the Company reaches more than fifty percent of registered capital of the Company, it may no longer be drawn. After drawing of legal accumulation fund, the general meeting of shareholders may decide to draw optional accumulation fund or not. The Company does not distribute profits to shareholders before compensating losses of the Company and drawing legal accumulation fund.

Article 187 When the general meeting of shareholders makes a resolution to convert accumulation fund to equity capital, new shares will be distributed according to original shareholding ratios of the shareholders. However, when the legal accumulation fund is converted to equity capital, the amount of this accumulation fund preserved shall not be less than twenty-five percent of registered capital.

Article 188 After the general meeting of shareholders of the Company makes a resolution on profit distribution scheme, the board of directors of the

Company shall complete the distribution of dividends (or shares) within two months after the general meeting of shareholders is convened.

Article 189 The Company may distribute dividends in cash or stock.

Section 2 Internal Audit

Article 190 The Company implements internal audit and allocate full-time auditors to conduct internal audit and supervision of financial revenue and expenditure and economic activities of the Company.

Article 191 Internal audit of the Company and responsibilities of auditors shall be implemented only after being approved by the board of directors. Person in charge of audit takes responsibility for the board of directors and reports work to it.

Section 3 Employment of Accounting Firm

Article 192 *The Company employs an accounting firm which has obtained "qualification for engaging in securities related business" to provide services including audit of accounting statements, verification of net assets and other related consulting services. The employment term lasts for one year and the accounting firm can be continuously hired.*

Article 193 The general meeting of shareholders will decide the employment of accounting firm of the Company.

Article 194 The accounting firm hired by the Company enjoys the following rights:

- (1) Check the financial statements, records and vouchers of the Company and have the right to request directors, manager or other senior management personnel of the Company to provide relevant data and instructions;
- (2) Request the Company to provide data and instructions of its subsidiaries necessary to perform its duties as accounting firm;
- (3) Attend general meeting of shareholders as a nonvoting party, acquire notices of general meeting of shareholders or other information related to general meeting of shareholders, and deliver speeches on matters concerning the accounting firm hired by the Company in general meeting of shareholders.

Article 195 If job vacancy of accounting firm takes place, board of directors may appoint an accounting firm to fill up this gap before convening of general meeting of shareholders.

Article 196 Remuneration of accounting firm shall be decided by general meeting of shareholders. Remuneration of accounting firm appointed by the board of directors filling up the gap shall be determined by the board of directors and submitted to the general meeting of shareholders for approval.

Article 197 The general meeting of shareholders shall make a decision to dismiss or renew the accounting firm of the Company.

Article 198 When the Company dismisses or no longer renews the accounting firm, it shall inform the accounting firm thirty days in advance. The accounting firm is entitled to state its opinions to general meeting of shareholders. If the accounting firm applies for resignation, it shall explain to the general meeting of shareholders as whether the Company has improper matters.

Chapter 9 Notification

Article 199 Notices of the Company are sent by the following means:

- (1) Sent by specially-assigned person;
- (2) Sent by means of mail;
- (3) Fax;
- (4) By means of announcement

Article 200 If a notice of the Company is sent by means of announcement, it will be deemed that all relevant personnel receive the notice once announced.

Article 201 Meeting notice of general meeting of shareholders convened by the Company shall be sent by mail or fax.

Article 202 Meeting notice of board of directors convened by the Company shall be sent by mail or fax.

Article 203 Meeting notice of board of supervisors convened by the Company shall be sent by mail or fax.

Article 204 If the notice of the Company is sent by specially-assigned person, the recipient shall sign and seal on the service return receipt. The date when the recipient signs for receipt is the date of service; if the notice of the Company is sent by means of mail, the fifth working day since the day when the notice is delivered to the post office is the date of service; if the notice of the Company is sent by means of announcement, the date of first publication

of announcement is the date of service.

Article 205 If meeting notice is not sent to a person entitled to obtain such notice due to accidental omission or this person fails to receive meeting notice, meeting and resolutions made in the meeting do not therefore become invalid.

Chapter 10 Merger, Separation, Dissolution and Liquidation

Section 1 Merger or Separation

Article 206 The Company can be merged or separated according to law.

Absorption and consolidation can be adopted as two forms of corporate merger.

Article 207 Merger or separation of the company is handled according to the following procedures:

- (1) The board of directors drafts merger or separation scheme;
- (2) The general meeting of shareholders makes resolutions according to stipulations set out in Articles of Association;
- (3) The parties sign merger or separation contract;
- (4) Handle relevant approval formalities according to law;
- (5) Handle each merger or separation matter such as creditor's rights and debts;
- (6) Handle dissolution or change registration.

Article 208 As for merger or separation of the Company, each party involved in merger or separation shall prepare balance sheet and property list. The Company will inform creditors within ten days and make an announcement in provincial periodical for three times within thirty days since the date when the general meeting of shareholders makes a resolution on merger or separation.

Article 209 Creditors have the right to request the Company to repay debts or provide relevant warranty within thirty days since the date when they receive the notice or within ninety days since the date of first announcement if they fail to receive the notice. If the Company cannot repay the debts or provide relevant warranty, merger or separation will not be conducted.

Article 210 Upon merger or separation of the Company, the board of directors of the Company shall take necessary measures to protect legitimate

rights and interests of shareholders opposing to corporate merger or separation.

Article 211 Each party involved in merger or separation of the Company shall have their assets, creditor's rights and debts handled through signing of a contract which stipulates the foregoing definitely.

After merger of the Company, creditor's rights and debts of each party involved in merger shall be succeeded by the existing company or a newly established company after merger.

Debts of the Company before separation shall be assumed by the company separated according to agreement reached.

Article 212 When the Company is merged or separated and the registered matters are changed, the Company shall handle change registration of company registration authority according to law; when the Company is dissolved, company cancelation registration shall be handled according to law; if a new company is established, company establishment registration shall be handled according to law.

Section 2 Dissolution and Liquidation

Article 213 If any of the following circumstances occurs, the Company shall dissolve and conduct liquidation according to law:

(1) The general meeting of shareholders makes a resolution to dissolve the Company;

(2) The Company has to be dissolved due to merger or separation;

(3) The Company cannot repay due debts and is declared bankrupt according to law;

(4) The Company violates laws and regulations and it is ordered to shut down according to law.

Article 214 If the Company is dissolved due to (1) mentioned in Article 213, a liquidation group shall be established within fifteen days. Members of liquidation group are selected by the general meeting of shareholders in form of common resolution.

If the Company is dissolved due to (2) mentioned in Article 213, the liquidation work shall be handled by each party involved in merger or separation according to contract signed upon merger or separation.

If the Company is dissolved due to (3) mentioned in Article 213, people's court will organize shareholders, relevant authorities and professionals to establish a liquidation group for liquidation according to stipulations set out in relevant laws.

If the Company is dissolved due to (4) mentioned in Article 213, relevant authority shall organize shareholders, relevant authorities and professionals to establish a liquidation group for liquidation.

Article 215 After establishment of the liquidation group, authorities of board of directors and general manager stop immediately. During liquidation, the Company shall not launch new operating activities.

Article 216 The liquidation group exercises the following authorities during liquidation:

- (1) Inform or notify creditors;
- (2) Liquidate the property of the Company and prepare balance sheet and schedule of property;
- (3) Handle the unfinished business of the Company;
- (4) Settle the taxes owed;
- (5) Clear creditor's rights and debts;
- (6) Handle the remaining property of the Company after the debts are settled;
- (7) Participate in civil actions on behalf of the Company.

Article 217 The liquidation group shall inform the creditors within ten days and make an announcement on relevant provincial periodical for three times within sixty days since its establishment.

Article 218 The creditor shall declare their creditor's rights to the liquidation group within a stipulated time limit. When the creditors declare their creditor's rights, they shall explain relevant matters concerning creditor's rights and provide supporting materials. The liquidation group shall register creditor's rights.

Article 219 After clearing property of the Company and preparing balance sheet and schedule of property, the liquidation group shall establish a liquidation scheme and submit it to the general meeting of shareholders or relevant authority for confirmation.

Article 220 The property of the Company is paid off according to the following sequence:

- (1) Pay liquidation expenses;
- (2) Pay employees' wages and labor insurance expenses of the Company;
- (3) *Pay taxes owed;*
- (4) Pay off debts of the Company;
- (5) Distribute the remaining property according to shareholders' shareholding ratios.

The property of the Company will not be distributed to shareholders until items mentioned (1) and (4) above are paid off.

Article 221 If the liquidation group thinks that the property of the Company is not enough to repay the debts after clearing property of the Company and preparing balance sheet and schedule of property, it shall apply to people's court for bankruptcy. After the Company is declared by people's court for bankruptcy, the liquidation group shall hand over liquidation affairs to people's court.

Article 222 After end of liquidation, the liquidation group shall make a liquidation report as well as income statement and financial accounting book during liquidation period and submit them to general meeting of shareholders or relevant authority for confirmation.

The liquidation group shall handle company cancelation registration and announcement termination of the Company in company registration authority according to law within thirty days since the date when the general meeting of shareholders or relevant authority confirms the liquidation report.

Article 223 The personnel of liquidation group shall be devoted to their duty and perform liquidation obligation according to law. They shall not utilize their authorities to take bribes or other illegal income or embezzle the property of the Company.

If personnel of liquidation group cause losses to the Company or creditors intentionally or due to major mistake, they shall assume compensatory responsibility.

Chapter 11 Modification of Articles of Association

Article 224 The Company shall modify Articles of Association if any of the

following circumstances exists:

(1) After modification of *Company Law* or relevant laws and administrative regulations, the matters specified in Articles of Association collide with the laws and administrative regulations modified;

(2) The conditions of the Company change and become inconsistent with the matters recorded in Articles of Association;

(3) The general meeting of shareholders decides to modify Articles of Association.

Article 225 The modification of Articles of Association approved by general meeting of shareholders shall be examined and approved by a competent authority and then submitted to the original approval authority for approval; if the registered matters of the Company are involved, the change registration shall be handled according to law.

Article 226 The board of directors will modify Articles of Association according to the resolution of general meeting of shareholders concerning modification of Articles of Association and the approval opinion of relevant competent authority.

Article 227 If the matters concerning modification of Articles of Association belong to the category of information required by laws and regulations to be disclosed, the announcement will be made as stipulated.

Chapter 12 Supplementary Articles

Article 228 The board of directors may establish detailed rules of Articles of Association according to the provisions of Articles of Association. Such rules shall not collide with the provisions of Articles of Association.

Article 229 Articles of Association are written in Chinese. When Articles of Association written in any language or of different versions are ambiguous with Articles of Association, Articles of Association in Chinese most recently verified and registered by Jiangsu Administration for Industry and Commerce shall prevail.

Article 230 "More than, within and following" mentioned herein include the given figure while "less than and beyond" exclude the given figure.

Article 231 The board of directors of the Company reserves the right to interpret Articles of Association.

Jiangsu Soho International Group Corp. (seal) Signature of legal representative:

Zhang Chaowu (signature)

May 20, 2014

Amendment to Articles of Association of Jiangsu Soho International Group Corp.

According to relevant provisions of *Company Law of the People's Republic of China* and Articles of Association of the Company, Jiangsu Soho International Group Corp. convened a general meeting of shareholders on February 3, 2015 and made relevant resolutions to modify Articles of Association of the Company as follows:

Article 21 original as: "The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company."

Now, it is modified as: "The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company. After bonus issue in 2012, Jiangsu Soho Holdings Group Co., Ltd. held 246,556,800 state-owned corporation shares of the Company. After accepting of 1.69% of equity from Jiangsu Soho Venture Capital Co., Ltd. in 2013, Jiangsu Soho Holdings Group Co., Ltd. held 252,522,685 state-owned corporation shares of the Company."

Jiangsu Soho International Group Corp. (seal)

Legal representative: Zhang Chaowu (signature)

February 3, 2015

Amendment to Articles of Association of Jiangsu Soho International Group Corp.

According to relevant provisions of *Company Law of the People's Republic of China* and Articles of Association of the Company, Jiangsu Soho International Group Corp. convened a general meeting of shareholders on May 25, 2015 and made relevant resolutions to modify Articles of Association of the Company as follows:

1. Modification of Article 7 of Articles of Association

Original provision:

"The registered capital of the Company is RMB Three Hundred and Fifty Two Million Eight Hundred Thousand Yuan only."

It is now modified as:

"The registered capital of the Company is RMB Five Hundred and Twenty Nine Million Two Hundred Thousand Yuan only."

2. Modification of Article 9 of Articles of Association

Original provision:

"The general manager is the legal representative of the Company."

It is now modified as:

"The board chairman is the legal representative of the Company."

3. Modification of Article 12 of Articles of Association

Original provision:

"Other senior management personnel mentioned herein refer to board secretary and financial principal of the Company. One financial director is appointed in the Company to serve as financial principal."

It is now modified as:

"Other senior management personnel mentioned herein refer to board secretary, financial principal and general counsel of the Company. One financial director is appointed in the Company to serve as financial principal; one general counsel is appointed to take comprehensive charge of legal affairs of the Company."

4. Modification of Article 20 of Articles of Association

Original provision:

"The capital structure of the Company includes 352,800,000 ordinary shares, including:

252,522,685 state-owned corporation shares, taking up 71.58% of total equity capital; 91,510,807 social corporation shares, taking up 25.94% of total equity capital; 8,766,508 shares held by individual shareholders, taking up 2.48% of total equity capital."

It is now modified as:

"The capital structure of the Company includes 529,200,000 ordinary shares, including:

378,784,028 state-owned corporation shares, taking up 71.58% of total equity capital; 137,266,211 social corporation shares, taking up 25.94% of total equity capital; 13,149,761 shares held by individual shareholders, taking up 2.48% of total equity capital."

5. Modification of Article 21 of Articles of Association

Original provision:

"The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co.,

Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company. After bonus issue in 2012, Jiangsu Soho Holdings Group Co., Ltd. held 246,556,800 state-owned corporation shares of the Company. After accepting of 1.69% of equity from Jiangsu Soho Venture Capital Co., Ltd. in 2013, Jiangsu Soho Holdings Group Co., Ltd. held 252,522,685 state-owned corporation shares of the Company."

It is now modified as:

"The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company. After bonus issue in 2012, Jiangsu Soho Holdings Group Co., Ltd. held 246,556,800 state-owned corporation shares of the Company. After accepting of 1.69% of equity from Jiangsu Soho Venture Capital Co., Ltd. in 2013, Jiangsu Soho Holdings Group Co., Ltd. held 252,522,685 state-owned corporation shares of the Company. After bonus issue in 2015, Jiangsu Soho Holdings Group Co., Ltd. held 378,784,028 state-owned corporation shares of the Company."

6. Modification of Paragraph (10) of Article 115 of Articles of

Association

Original provision:

"Employ or dismiss the general manager and board secretary of the Company; employ or dismiss senior management personnel including vice general managers and financial principal according to the nomination of the general manager and decide their remuneration as well as rewards and punishments;"

It is now modified as:

"Employ or dismiss the general manager and board secretary of the Company; employ or dismiss senior management personnel including vice general managers, financial principal and general counsel according to the nomination of the general manager and decide their remuneration as well as rewards and punishments;"

7. Modification of Article 136 of Articles of Association

Original provision:

"Voting method of resolutions made by the board of directors: Vote by a show of hands. Each director has one vote."

It is now modified as:

"Voting method of resolutions made by the board of directors: Vote by a show of hands or written voting. Each director has one vote."

Jiangsu Soho International Group Corp. (seal)

Legal representative: Zhang Chaowu (signature)

May 25, 2015

Amendment to Articles of Association of Jiangsu Soho

International Group Corp.

According to relevant provisions of *Company Law of the People's Republic of China* and Articles of Association of the Company, Jiangsu Soho International Group Corp. convened a general meeting of shareholders on August 6, 2015 and made relevant resolutions to modify Articles of Association of the Company as follows:

Article 14 originally as: "The business scope of the Company verified and approved by relevant authority includes the followings: Licensed business items: Wholesale of dangerous chemicals (operated according to items listed in relevant license), wholesale and operation of coal, and wholesale and retail of prepackaged foods and bulk foods; general business items: Import and export of silk, garment and duplicates and import of wool; self-operation and agency of import and export of commodities and technologies beyond sixteen commodities organized by the state for unified joint operation and fourteen imported commodities operated by companies verified by the state; launch of processing and compensation trades and processing with imported materials; operation of counter-trade and carrying trade; domestic commerce and material supply and sales industry and sales of petroleum products (except five refined oil products), nonferrous metal, steel, steel scrap, building materials, chemical raw materials and wood."

Now, it is modified as: "The business scope of the Company verified and approved by relevant authority includes the followings: Licensed business items: Wholesale of dangerous chemicals (operated according to items listed in relevant license), wholesale and operation of coal, and wholesale and retail of prepackaged foods and bulk foods; general business items: Import and export of silk, garment and duplicates and import of wool; self-operation and agency of import and export of commodities and technologies beyond sixteen commodities organized by the state for unified joint operation and fourteen imported commodities operated by companies verified by the state; launch of processing and compensation trades and processing with imported materials; operation of counter-trade and carrying trade; domestic commerce and material supply and sales industry and sales of petroleum products (except five refined oil products), nonferrous metal, steel, steel scrap, building materials, chemical raw materials, wood and chemical fertilizers."

Jiangsu Soho International Group Corp. (seal)

Legal representative: Zhang Chaowu (signature)

August 6, 2015

Amendment to Articles of Association of Jiangsu Soho International Group Corp.

According to relevant provisions of *Company Law of the People's Republic of China* and Articles of Association of the Company, Jiangsu Soho International Group Corp. convened a general meeting of shareholders on May 23, 2016 and made relevant resolutions to modify Articles of Association of the Company as follows:

1. Modification of Article 7 of Articles of Association

Original provision:

"The registered capital of the Company is RMB Five Hundred and Twenty Nine Million Two Hundred Thousand Yuan only."

It is now modified as:

"The registered capital of the Company is Six Hundred and Eighty Seven Million Nine Hundred and Sixty Thousand Yuan only."

2. Modification of Article 20 of Articles of Association

Original provision:

"The capital structure of the Company includes 529,200,000 ordinary shares, including:

378,784,028 state-owned corporation shares, taking up 71.58% of total equity capital; 137,266,211 social corporation shares, taking up 25.94% of total equity capital; 13,149,761 shares held by individual shareholders, taking up 2.48% of total equity capital."

It is now modified as:

"The capital structure of the Company includes 687,960,000 ordinary shares, including:

492,419,237 state-owned corporation shares, taking up 71.58% of total equity capital; 178,446,074 social corporation shares, taking up 25.94% of total equity capital; 17,094,689 shares held by individual shareholders, taking up 2.48% of total equity capital."

3. Modification of Article 21 of Articles of Association

Original provision:

"The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company. After bonus issue in 2012, Jiangsu Soho Holdings Group Co., Ltd. held 246,556,800 state-owned corporation shares of the Company. After accepting of 1.69% of equity from Jiangsu Soho Venture Capital Co., Ltd. in 2013, Jiangsu Soho Holdings Group Co., Ltd. held 252,522,685 state-owned corporation shares of the Company. After bonus issue in 2015, Jiangsu Soho Holdings Group Co., Ltd. held 378,784,028 state-owned corporation shares of the Company."

It is now modified as:

"The total number of ordinary shares issued by the Company upon establishment with approval was 123,530,000. The sponsor of the Company upon establishment of the Company, i.e. Jiangsu Soho Holdings Group Co., Ltd., held 94,330,000 state-owned corporation shares. After equity transfer in 2001, Jiangsu Soho Holdings Group Co., Ltd. held 86,330,000 state-owned

corporation shares of the Company. After bonus issue in 2007, Jiangsu Soho Holdings Group Co., Ltd. held 146,760,000 state-owned corporation shares of the Company. After increase in capital and share in 2007, Jiangsu Soho Holdings Group Co., Ltd. currently holds 176,112,000 state-owned corporation shares of the Company. After bonus issue in 2012, Jiangsu Soho Holdings Group Co., Ltd. held 246,556,800 state-owned corporation shares of the Company. After accepting of 1.69% of equity from Jiangsu Soho Venture Capital Co., Ltd. in 2013, Jiangsu Soho Holdings Group Co., Ltd. held 252,522,685 state-owned corporation shares of the Company. After bonus issue in 2015, Jiangsu Soho Holdings Group Co., Ltd. held 378,784,028 state-owned corporation shares of the Company. After bonus issue in 2016, Jiangsu Soho Holdings Group Co., Ltd. held 492,419,237 state-owned corporation shares of the Company."

Special seal for query of archives and
files of Jiangsu Administration for
Industry and Commerce
Date: __, 201__

Jiangsu Soho International Group Corp. (seal)

Legal representative: Zhang Chaowu (signature)

May 23, 2016

公 证 书

(2017)宁南证经外字第1265号

申请人：江苏苏豪国际集团股份有限公司，住所：南京市软件大道48号，法定代表人：张朝武，男，一九七〇年五月二十七日出生，公民身份号码：320121197005271314。

公证事项：公司章程

兹证明江苏苏豪国际集团股份有限公司所持有的《江苏苏豪国际集团股份有限公司章程》原件与前面的影印件相符，原件属实。前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年九月七日



IV26246167

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1265

Applicant: Jiangsu SOHO International Group Corp., Address: No. 48 Ruanjian Avenue, Nanjing City, Legal Representative: Zhang Chaowu, male, born on May 27, 1970, Citizen ID No. 320121197005271314.

Issue under notarization: Articles of Association

This is to certify that the foregoing photocopy of the Articles of Association of Jiangsu SOHO International Group Corp. held by Jiangsu SOHO International Group Corp. conforms to the original, and that the original document is authentic, and that the attached English translation of the photocopy conforms to the original document in Chinese.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Sep.7, 2017

公 证 书

中华人民共和国江苏省南京市南京公证处

编号 320000000201606200024



营业执照

(副本)

统一社会信用代码 91320000134778088D (3/5)

名称 江苏苏豪国际集团股份有限公司

类型 股份有限公司(非上市)

住所 南京市软件大道48号

法定代表人 张朝武

注册资本 68796万元整

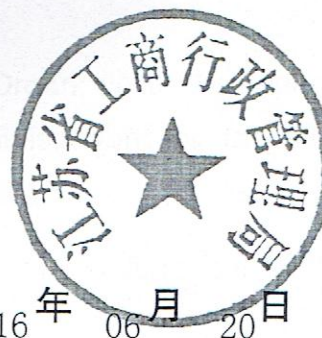
成立日期 1981年09月05日

营业期限 1981年09月05日至*****

经营范围 煤炭经营(按许可证所列项目经营), 进出口丝、绸、服装、复制品, 羊毛进口。自营和代理除国家组织统一联合经营的16种出口商品和国家实行核定公司经营的14种进口商品以外的商品及技术的进出口业务; 开展“三来一补”、进料加工业务; 经营对销贸易和转口贸易。国内商业及物资供销业, 石油制品的销售、有色金属、钢材、废钢、建筑材料、化工原料、木材、化肥的销售。危险化学品批发(按许可证所列项目经营), 预包装食品兼散装食品的批发与零售。(依法须经批准的项目, 经相关部门批准后方可开展经营活动)



登记机关



2016年06月20日

No. 320000000201606200024



BUSINESS LICENSE

(Duplicate)

Unified Social Credit Code: 91320000134778088D (3/5)

Name: Jiangsu Soho International Group Corp.

Type: Joint-stock limited company (non-listed)

Address: No. 48, Ruanjian Avenue, Nanjing City

Legal Representative: Zhang Chaowu

Registered Capital: RMB 687,960,000.00

Date of Foundation: September 5, 1981

Business Term: September 5, 1981 ~ *****

Business Scope: Coal trading (dealt with as per the items listed in the license); import and export of silk, silk fabrics, garments and silk products; import of wool; import and export of commodities and technologies excluding the 16 kinds of export commodities subject to the unified joint operations organized by the State and the 14 kinds of import commodities that are dealt with by the companies designated by the State; *Three-plus-one* trades and processing with imported materials; counter trade and entrepot trade; domestic commerce and materials supply-and-marketing business; sales of petroleum products; sales of nonferrous metals, steels, scrap steels, building materials, chemical raw materials, timbers and chemical fertilizer; wholesales of hazardous chemicals (dealt with as per the items listed in the license); wholesales and retail of pre-packed food and unpacked food. (Those items that require approval as stipulated by the law shall not be dealt with until the competent department approves.)

(QR Code)

Registration Organ: (With the seal of
Jiangsu Administration for Industry
and Commerce)

June 20, 2016

公 证 书

(2017)宁南证经外字第1176号

申请人：江苏苏豪国际集团股份有限公司，住所：南京市软件大道48号，法定代表人：张朝武，男，一九七〇年五月二十七日出生，公民身份号码：320121197005271314。

公证事项：营业执照

兹证明江苏省工商行政管理局于二〇一六年六月二十日发给江苏苏豪国际集团股份有限公司的《营业执照》（副本）原件与前面的影印件相符，原件属实。前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

朱永梅

二〇一七年八月十八日



IV21235968

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1176

Applicant: JIANGSU SOHO INTERNATIONAL GROUP CORP.,
Address: No. 48, Ruanjian Avenue, Nanjing City, Legal
Representative: Zhang Chaowu, male, born on May 27, 1970, Citizen
ID No. 320121197005271314.

Issue under notarization: Business License

This is to certify that the foregoing photocopy of the Business License (duplicate) issued to JIANGSU SOHO INTERNATIONAL GROUP CORP. by Jiangsu Administration for Industry and Commerce on June 20, 2016 conforms to the original, and that the original document is authentic, and that the attached English translation of the photocopy conforms to the original document in Chinese.

Notary : Zhu Yongmei
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Aug.18, 2017

MOA100A

公 证 书

中华人民共和国江苏省南京市南京公证处

江苏苏豪国际集团股份有限公司第七届董事会第二十五次会议

决 议

江苏苏豪国际集团股份有限公司第七届董事会第二十五次会议于 2017 年 8 月 16 日下午在公司五楼第三会议室召开。会议由张朝武董事长主持。会议通知及议案已于 2017 年 8 月 4 日以公司章程规定的方式通知全体董事。会议应到董事 5 名，实到董事 5 名。公司监事及高级管理人员列席了会议。会议的召开符合《公司法》和《公司章程》的有关规定。

会议经审议，形成决议如下：

一、审议通过了《关于修改公司章程的议案》。

二、审议通过了《苏豪股份负责人履职待遇、业务支出管理办法》。

三、审议通过了《关于 2016 年度固定资产报废的议案》，同意公司对账面已报废固定资产进行处置，清理固定资产原值 5,685,009.02 元，固定资产净值合计 1,260,644.66 元。

四、审议通过了《关于核销大丰市泓盛制衣有限公司应收账款的议案》，同意核销大丰市泓盛制衣有限公司应收账款 189,000.00 元。

五、审议通过了《关于江苏苏豪丝绸有限公司、江苏苏豪国际集团股份有限公司与郟城雷诺服装有限公司在缅甸投资设厂的议案》。

1. 同意苏豪丝绸、苏豪股份、郟城雷诺三方在缅甸投资设厂，三方共同出资 150 万美元，其中苏豪丝绸出资 76.5 万美元，

占股 51%；苏豪股份出资 43.5 万美元，占股 29%；郑城雷诺出资 30 万美元，占股 20%。

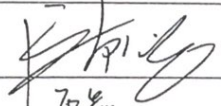
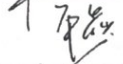
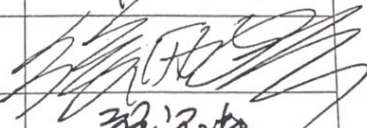
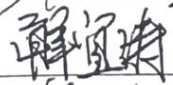
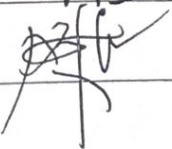
2. 新设公司的董事会由五人组成，其中苏豪丝绸委派三名董事，由黄天舒同志担任董事长；苏豪股份委派张培根同志担任董事；郑城雷诺委派一名董事。设监事一名，由苏豪股份纪检监察审计部周益同志担任监事。同意由黄天舒担任总经理，问友雷担任常务副总经理，苏豪股份资产财务部委派一人担任新设公司的副总经理兼财务负责人。

3. 我方派出人员的薪酬仍由派出单位发放承担，驻外补贴标准由新设公司董事会研究决定，相关费用由缅甸公司承担。黄天舒同志不在新设公司领取薪酬及补贴。

4. 苏豪股份除本次出资外，今后不再新增出资或提供流动资金。

该议案需上报控股集团总裁办公会及控股集团董事会审议。

出席会议董事签字：

张朝武	
平 焱	
徐雨祥	
解宜涛	
张培根	

The 25th Meeting of the 7th Board of Directors of Jiangsu SOHO International Group Corp.

Resolutions

The 25th Meeting of the 7th Board of Directors of Jiangsu SOHO International Group Corp. was held on the afternoon of August 16, 2017 at the 3rd Meeting Room on the fifth floor of the Company. The meeting was presided over by Zhang Chaowu, Chairman of the Board of Directors. Meeting notices and proposals were sent to all directors on August 4, 2017 by methods stipulated in the Articles of Association. The meeting required 5 attendee directors, and 5 directors attended the meeting. Company supervisors and senior executives attended the meeting as nonvoting attendees. The meeting was in compliance with the *Company Law* and the *Articles of Association of the Company*.

The following resolutions have been made at the meeting:

I. The *Proposal to Amend the Articles of Association* has been approved.

II. *Management Measures on Remuneration for Responsible Persons and Business Expenditure of Jiangsu SOHO International Group Corp.* has been approved.

III. The *Proposal on Scrapped Fixed Assets in 2016* has been approved, which allows the Company to dispose of the scrapped fixed asset on account books. Original value of the disposed fixed assets is RMB5,685,009.02, and the total net value of fixed assets is RMB1,260,644.66.

IV. The *Proposal to Write Off Account Receivable from Hongsheng Garment Manufacturing Co., Ltd. of Dafeng City* has been approved. It is agreed to write off the account receivable from Hongsheng Garment Manufacturing Co., Ltd. of Dafeng City as much as RMB189,000.00.

V. The *Proposal on Plant Establishment in Myanmar with Joint Investments by Jiangsu SOHO Silk Co., Ltd., Jiangsu SOHO International Group Corp. and Tancheng Leinuo Garment Co., Ltd.* has been approved.

1. It is agreed that Jiangsu SOHO Silk Co., Ltd., Jiangsu SOHO International Group Corp. and Tancheng Leinuo Garment Co., Ltd. will establish a plant in Myanmar with a total joint investment of USD1,500,000 consisting of USD765,000 from Jiangsu SOHO Silk Co., Ltd., accounting for 51% of the total shares, USD435,000 from Jiangsu SOHO International Group Corp., accounting for 29%, and USD300,000 from Tancheng Leinuo Garment Co., Ltd., accounting for 20%.

2. The Board of Directors of the newly established company consists of five members, three of whom are designated by Jiangsu SOHO Silk Co., Ltd., and Huang Tianshu serves as Chairman of the Board of Directors. Jiangsu SOHO International Group Corp. designates Zhang Peigen as director and Tancheng Leinuo Garment Co., Ltd. designates one director. The newly established company sets one supervisor, namely, Zhou Yi from Disciplinary Monitoring and Audit Department of Jiangsu SOHO International Group Corp. It is agreed that Huang Tianshu will serve as the general manager, and Wen Youlei will serve as standing deputy general manager. Asset and Finance Department of Jiangsu SOHO International Group Corp. will designate one person to serve as the deputy general manager and financial responsible person of the newly established company.

3. Remunerations for personnel designated by our company will be paid and borne by the designating unit. Subsidies for working abroad are subject to decisions by the Board of Directors of the newly established company, and will be borne by the Myanmar company. Huang Tianshu will not receive remuneration or subsidy from the newly established company.

4. Except the abovementioned investment, Jiangsu SOHO International Group Corp. will not make further investments nor provide working capital.

The proposals are subject to review by CEO Office Meeting and the Board of Directors of the controlling group.

Signatures of attending directors:

Zhang Chaowu	Zhang Chaowu (signature)
Ping Yan	Ping Yan (signature)
Xu Yuxiang	Xu Yuxiang (signature)
Xie Yitao	Xie Yitao (signature)
Zhang Peigen	Zhang Peigen (signature)

董事会决议公证

(2017)宁南证经外字第1268号

申请人：江苏苏豪国际集团股份有限公司，住所：南京市软件大道48号，法定代表人：张朝武，男，一九七〇年五月二十七日出生，公民身份号码：320121197005271314。

公证事项：影印件与原件相符

兹证明前面的影印件与江苏苏豪国际集团股份有限公司持有的《江苏苏豪国际集团股份有限公司第七届董事会第二十五次会议决议》原件相符。前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏阳

二〇一七年九月七日



IV26246173

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1268

Applicant: Jiangsu SOHO International Group Corp., Address: No. 48 Ruanjian Avenue, Nanjing City, Legal Representative: Zhang Chaowu, male, born on May 27, 1970, Citizen ID No. 320121197005271314.

Issue under notarization: true and exact photocopy

This is to certify that the foregoing photocopy conforms to the original copy of the 25th Meeting of the 7th Board of Directors of Jiangsu SOHO International Group Corp. held by Jiangsu SOHO International Group Corp., and that the attached English translation of the photocopy conforms to the original document in Chinese.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Sep.7, 2017

IV26246174

110A/204

公 证 书

中华人民共和国江苏省南京市南京公证处

江苏苏豪丝绸有限公司

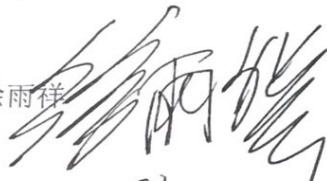
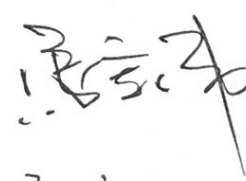

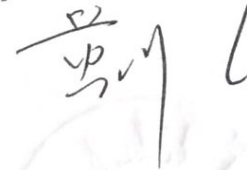

第五届董事会第五次会议决议

江苏苏豪丝绸有限公司第五届董事会第三次会议于 2017 年 8 月 2 日下午在公司会议室召开。会议由董事长徐雨祥先生主持。会议应到董事 5 名，实到董事 5 名，公司监事及高级管理人员列席了会议。会议的召开符合《公司法》和《公司章程》的有关规定。会议审议通过了《关于江苏苏豪丝绸有限公司、江苏苏豪国际集团股份有限公司与郟城雷诺服装有限公司在缅甸投资设厂的商业计划书》的议案。

1、同意江苏苏豪丝绸有限公司出资 76.5 万美金在缅甸投资设厂。新设企业注册资本 150 万美金，出资比例如下：江苏苏豪丝绸有限公司出资 76.5 万美金，持股比例 51%；江苏苏豪国际集团股份有限公司出资 43.5 万美金，持股比例 29%；郟城雷诺服装有限公司出资 30 万美金，持股比例 20%。

2、新设企业在 150 万美金资本金内运作，我公司原则上不再注入流动资金。

董事签字：

徐雨祥  马宏伟  黄海涛 
黄天舒  马长运 

二〇一七年八月二日

Jiangsu SOHO Silk Co., Ltd.

Resolutions of the 5th Meeting of the 5th Board of Directors

The 3rd Meeting of the 5th Board of Directors of Jiangsu SOHO Silk Co., Ltd. was held on the afternoon of August 2, 2017 at the Company's meeting room. The meeting was presided over by Mr. Xu Yuxiang, Chairman of the Board of Directors. The meeting required 5 attendee directors, and 5 directors attended the meeting. Company supervisors and senior executives attended the meeting as nonvoting attendees. The meeting was in compliance with the *Company Law* and the *Articles of Association of the Company*. The proposal of *Business Plan on Plant Establishment in Myanmar with Joint Investments by Jiangsu SOHO Silk Co., Ltd., Jiangsu SOHO International Group Corp. and Tancheng Leinuo Garment Co., Ltd.* has been approved at the meeting.

1. It is agreed that Jiangsu SOHO Silk Co., Ltd. will invest USD765,000 to establish a plant in Myanmar. The newly established enterprise will have a registered capital of USD1,500,000 consisting of USD765,000 from Jiangsu SOHO Silk Co., Ltd., accounting for 51% of the total shares, USD435,000 from Jiangsu SOHO International Group Corp., accounting for 29%, and USD300,000 from Tancheng Leinuo Garment Co., Ltd., accounting for 20%.

2. The newly established enterprise will operate with the USD1,500,000, and our company will not further invest working capital into the enterprise unless under special circumstances.

Signatures of directors:

Xu Yuxiang (signature)	Ma Hongwei (signature)	Huang Haitao (signature)
Huang Tianshu (signature)	Ma Changyun (signature)	

August 2, 2017

NO 董事会决议公证

(2017)宁南证经外字第1272号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：影印件与原件相符

兹证明前面的影印件与江苏苏豪丝绸有限公司持有的《江
苏苏豪丝绸有限公司第五届董事会第五次会议决议》原件相符。
前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏阳

二〇一七年九月七日



IV26246181

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1272

Applicant: Jiangsu SOHO Silk Co., Ltd., Address: Room 401, 4/F, Tower A, SOHO International Plaza, No. 48, Ningnan Avenue, Yuhuatai District, Nanjing City, Legal Representative: Xu Yuxiang, male, born on November 8, 1965, Citizen ID No. 32010319651108053X.

Issue under notarization: true and exact photocopy

This is to certify that the foregoing photocopy conforms to the original copy of the Jiangsu SOHO Silk Co., Ltd. Resolutions of the 5th Meeting of the 5th Board of Directors held by Jiangsu SOHO Silk Co., Ltd., and that the attached English translation of the photocopy conforms to the original document in Chinese.

Notary : Xia Yang

Nanjing Notary Public Office

Nanjing City, Jiangsu Province

The People's Republic of China (seal)

Sep.7, 2017

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1709/1004

公 证 书

中华人民共和国山东省临沂市兰山公证处

21



公 司 章 程

(二)



山东省工商行政管理局制

有限责任公司章程

第一章 宗 旨

第一条 为了 *规范市场秩序*

成立本公司。

第二章 公司名称和住所

第二条 名称: 杭州君诺环保科技有限公司

(以下简称公司)

第三条 住所: 红墩乡东沟庄村

第三章 公司经营范围

第四条 公司经营范围：房地产开发经营

第四章 公司注册资本

第五条 公司注册资本：30 万元人民币。

第五章 股东姓名或名称、出资方式、出资额

第六条 股东姓名或名称、出资方式及出资额如下:

法 人 (表一)

名 称	法 定 代表人	住 所	出 资 方式	出 资 额 (万元)	参 股 比 例 (%)	出 资 时 间	出 资 证 书 编 号

自 然 人 (表二)

[illegible]

第七条 公司成立后应向股东签发出资证明书。股东出资证明一式两联，一联交该股东，一联留公司备案。

第六章 股东的权利和义务

第八条 股东享有如下权利：

- （一）参加或推选代表参加股东会并根据其出资份额享有表决权；
- （二）了解公司经营状况和财务状况；
- （三）选举和被选举为执行董事成员和监事；
- （四）按照出资比例分取红利；
- （五）优先购买其他股东转让的出资；
- （六）优先购买公司新增的注册资本；
- （七）公司终止后，依法分得公司的剩余财产；
- （八）其他权利。

第九条 股东承担以下义务：

- （一）遵守公司章程；
- （二）按期缴纳所认缴的出资；
- （三）依其所认缴的出资额承担公司债务；
- （四）在公司办理登记注册手续后，股东不得抽回投资。

第七章 股东转让出资的条件

第十条 股东之间可以相互转让其全部或者部分出资。

第十一条 股东向股东以外的人转让其出资时，必须经全体股东过半数同意；不同意转让的股东应当购买该转让的出资，如果不购买该转让的出资，视为同意转让。

第十二条 股东依法转让其出资后，由公司将受让人的姓名或名称、住所以及受让的出资额记载于股东名册。

第八章 公司的机构及其产生办法、职权、议事规则

第十三条 股东会由全体股东组成，是公司的权力机构，行使下列职权：

- (一) 决定公司的经营方针和投资计划；
- (二) 选举和更换执行董事，决定有关执行董事的报酬事项；
- (三) 选举和更换由股东代表出任的监事，决定有关监事的报酬事项；
- (四) 审议批准执行董事的报告；
- (五) 审议批准监事的报告；
- (六) 审议批准公司的年度财务预算方案、决算方案；
- (七) 审议批准公司的利润分配方案和弥补亏损的方案；
- (八) 对公司增加或者减少注册资本作出决议；
- (九) 对股东向股东以外的人转让出资作出决议；
- (十) 对公司合并、成立、变更公司形式，解散和清算等事项作出决议；
- (十一) 修改公司章程。

第十四条 股东会的首次会议由出资最多的股东召集和主持。

第十五条 股东会会议由股东按照出资比例行使表决权。每元人民币为一个表决权。

第十六条 股东会会议分为定期会议和临时会议，并应当于会议召开十五日以前通知全体股东。定期会议应 六 个月召开一次，临时会议由代表四分之一以上表决权的股东，执行董事或者监事提议方可召开。股东出席股东会会议也可书面委托他人参加，行使委托书载明的权力。

第十七条 股东会会议由执行董事召集主持。执行董事因特殊原因不能履行职务时，由执行董事指定的股东召集主持。

第十八条 股东会会议应对所议事项作出决议，决议应由代表二分之一以上表决权的股东表决通过，但股东会对本章程第十三条第八款、第十款、第十一款规定事项所作出的决定应由代表三分之二以上表决权的股东表决通过。股东会应当对所议事项的决定作出会议记录，出席会议的股东应当在会议记录上签名。会议记录作为公司的档案材料予以保存。

第十九条 公司设立执行董事，由股东会选举产生。

执行董事任期 三 年，任期届满，连选可以连任。执行董事在任期内，股东会不得无故解除其职务。

执行董事行使下列职权：

- (一) 负责召集股东会，并向股东报告工作；
- (二) 执行股东会决议；
- (三) 决定公司经营计划和投资方案；
- (四) 制订公司的年度财务预算方案、决算方案；

- (五) 预订公司的利润分配方案和弥补亏损方案;
- (六) 制订公司增加或者减少注册资本的方案;
- (七) 拟订公司合并、分立、变更公司形式、解散的方案;
- (八) 决定公司内部管理机构的设置;
- (九) 聘任或者解聘公司经理, 根据经理的提名, 聘任或者解聘公司副经理、财务负责人, 决定其报酬事项;
- (十) 制定公司的基本管理制度。

第二十条 公司设立经理, 由执行董事聘任或者解聘。经理对执行董事负责, 行使下列职权:

- (一) 主持公司的生产经营管理工作, 组织实施执行董事决议;
- (二) 组织实施公司年度经营计划和投资方案;
- (三) 拟订公司内部管理机构设置方案;
- (四) 拟订公司的基本管理制度;
- (五) 制定公司的具体规章;
- (六) 提请聘任或者解聘公司副经理、财务负责人;
- (七) 聘任或者解聘除应由执行董事聘任或者解聘以外的负责管理人员;
- (八) 公司章程和董事会授予的其他职权。

第二十一条 公司设立监事 一 名。

监事任期每届为 三 年。监事任期届满, 连选可以连任。执行董事、经理及财务负责人不得兼任监事。

监事行使下列职权:

- (一) 检查公司财务;

(二) 对执行董事、经理执行公司职务时违反法律、法规或者公司章程的行为进行监督;

(三) 当执行董事和经理的行为损害公司的利益时, 要求执行董事和经理予以纠正。

(四) 提议召开临时股东会;

(五) 公司章程约定的其他职权。

第二十二条 执行董事、监事、经理应当遵守法律、行政法规以及公司章程, 忠实履行职务, 维护公司利益, 不得利用在公司的地位和职权, 为自己牟取私利。执行董事、监事、经理执行公司职务时违反法律、行政法规或者公司章程的规定, 给公司造成损害的, 应当承担赔偿责任。

第九章 公司的法定代表人

第二十三条 执行董事为公司的法定代表人, 任期为 三 年, 任期届满, 连选可以连任。

第二十四条 公司法定代表人行使下列职权:

(一) 召集主持股东会议;

(二) 检查股东会议的落实情况;

(三) 代表公司签署有关文件;

(四) 在发生战争、特大自然灾害等紧急情况时, 对公司事务行使特别裁决权和处置权, 但这类裁决权和处置权必须符合公司利益, 并在事后向股东会报告;

(五) 提名、聘任公司经理人选;

(六) 其他职权。

第十章 财务、会计、利润分配及劳动用工制度

第二十五条 公司应当依照法律、行政法规和国务院财政主管部门的规定建立本公司的财务、会计制度。

公司应当在每一会计年度终了时制作财务会计报告,依法经审查验证后,于第二年 二 月 二十 日前送交各股东。

财务会计报告包括下列财务会计报表及附属明细表:

- (一) 资产负债表;
- (二) 损益表;
- (三) 财务状况变动表;
- (四) 财务情况说明书;
- (五) 利润分配表。

第二十六条 公司分配当年税后利润后,应当提取利润的百分之十列入公司法定公积金,并提取利润的百分之五至百分之十列入公司法定公益金。公司法定公积金累计额为公司注册资本的百分之五十以上的,可不再提取。

公司的法定公积金不足以弥补上一年度公司亏损的,在依照前款规定提取法定公积金和法定公益金之前,应当先用当年利润弥补亏损。

公司在从税后利润中提取法定公积金后,经股东会决议,可以提取任意公积金。

公司弥补亏损和提取公积金、法定公益金后所余利润，公司按照股东的出资比例分配。

公司的公积金用于弥补公司的亏损，扩大公司生产经营或者转为增加公司资本，公司的法定公益金用于本公司职工的集体福利。

第二十七条 劳动用工制度按国家法律、法规及国务院劳动部门的有关规定执行。

公司对干部实行聘任制，对全体职工实行合同制，参加社会保险统筹。

第十一章 公司的解散事由与清算方法

第二十八条 公司营业期限 十 年，从《企业法人营业执照》签发之日起计算。

第二十九条 公司有下列情形之一的可以解散：

(一) 公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现时；

(二) 股东会决议解散；

(三) 因公司合并、分立解散；

(四) 公司被依法宣告破产；

(五) 公司被依法责令关闭。

第三十条 公司解散时，应依据《公司法》的规定成立清算组对公司进行清算、清算结束后，清算组应当制作清算报告，报股东会或者有关主管机关确认，并报送公司登记机关申请注销登记后，公告公司终止。

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第十二章 股东认为需要规定的其他事项

第三十一条 公司根据需要可修改公司章程，修改公司章程的决议必须经代表三分之二以上表决权的股东通过，并由全体股东签名、盖章。修改后的公司章程应送原公司登记机关备案；涉及变更登记事项的，同时应向公司登记机关申请变更登记。

第三十二条 公司章程的解释权属于股东会。

第三十三条 公司登记事项以公司登记机关核准的为准。

第三十四条 本章程经股东共同协商订立，自公司设立之日起生效。

第三十五条 本章程一式 三 份，公司存档一份，股东各持一份，并报公司登记机关备案一份。

股东签字盖章：

张晓明
闫有全

2010年 12 月 20 日

公 证 书

(2017) 临兰山证外字第2152号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，
公民身份号码：371322198210185441。

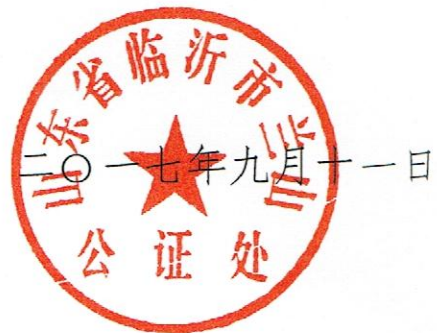
公证事项：印鉴

兹证明前面的郯城雷诺服装有限公司《公司章程》复印件上“郯城县市场监督管理局信息查询专用章”属实。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增瑞



(with the special seal for information inquiry of Market Supervision and Management
Bureau of Tancheng County)

Articles of Association

(II)

Formulated by Shandong Administration for Industry & Commerce

Articles of Association of Limited Liability Company

Chapter 1 Purpose

Article 1 Tancheng Leinuo Clothing Co., Ltd. is established for the purpose of boosting the economy.

Chapter 2 Description and Location of the Company

Article 2 Description: Tancheng Leinuo Clothing Co., Ltd. (hereinafter referred to as the Company)

Article 3 Location: Huanggouya Village, Honghua Township

Chapter 3 Company's Business Scope

Article 4 Company's Business Scope: processing and selling garment.

Chapter 4 Company's Registered Capital

Article 5 Company's Registered Capital: CNY 300,000.00

Chapter 5 Names (Descriptions) of Shareholders, Mode and Amount of Capital Contribution

Article 6 Names (descriptions) of shareholders, mode and amount of capital contribution are as follows:

Corporation (Form I)

[illegible]

Natural Person (Form II)

Name	Sex	Location	ID Card No.	Mode of Capital Contribution	Contribution (CNY 10,000)	Amount of Capital	Shareholding Ratio (%)	Time of Capital Contribution	Capital Contribution Certificate No.
Zhang Zhaoyue	Female	Huanggouya Village, Honghua Township	371322198210185441	Currency	27		90%	January 6, 2011	
Wen Yanxue	Male	Huanggouya Village, Honghua Township	371322198306105418	Currency	3		10%	January 6, 2011	

Article 7 The Company shall issue the capital contribution certificate to its shareholders after its incorporation. The capital contribution certificate for shareholders is made in duplicate, with one share held by shareholders, and one share kept in the Company for filing.

Chapter 6 Shareholders' Rights and Obligations

Article 8 The shareholders enjoy the following rights:

- (1) To participate in or nominate a delegate to participate in the Meeting of Shareholders and to exercise the voting right according to the amount of contribution;
- (2) To learn about the operating status and financial status of the Company;
- (3) To elect or to be elected as the executive director and supervisor of the Company;
- (4) To get dividends in proportion to the amount they have contributed;
- (5) To purchase on a prior basis the investments transferred by other shareholders;
- (6) To purchase on a prior basis the increased registered capital;
- (7) To share the residual property of the Company according to law after the Company is terminated; and
- (8) To enjoy other rights.

Article 9 The shareholders fulfill the following obligations:

- (1) To abide by the Articles of Association;
- (2) To pay the capital contribution subscribed on schedule;
- (3) To assume the Company's debts with capital contribution subscribed by the shareholder; and
- (4) Not to withdraw the investment after the Company's registration formalities are completed.

Chapter 7 Conditions for the Shareholders to Transfer Their Shares

Article 10 The shareholders may mutually transfer their investment, in whole or in part.

Article 11 Transfer of the share of capital contribution by a shareholder to anyone other than another shareholder is subject to consent by over a half of all the shareholders; shareholders who do not agree with the transfer shall purchase the share of capital contribution to be transferred. Otherwise, the dissenting shareholders shall be deemed consenting to the transfer.

Article 12 After the shareholder transfers his/her share of capital contribution according to law, the transferee's name or description, address and acquired amount of contribution shall be recorded in the register of shareholders by the Company.

Chapter 8 Organization of Company and Its Formulation Mode, Duties and Rules of Procedure

Article 13 Being composed of all of the shareholders, the Meeting of Shareholders is the organ of power of the Company and exercises the following duties and rights:

- (1) To decide the Company's management policies and investment scheme;
- (2) To elect and replace the executive director and to determine the remunerations of the executive director;
- (3) To elect and replace the supervisor assumed by the shareholders' representative and determine matters relating to the remuneration of the supervisor;
- (4) To deliberate on and approve the report made by the executive director;
- (5) To deliberate on and approve the report made by the supervisor;
- (6) To deliberate on and approve the annual financial budget scheme and final settlement scheme of the Company;
- (7) To review and approve profit distribution scheme and deficit remedy scheme of the Company;
- (8) To make a resolution on increasing or reducing the registered capital of the Company;
- (9) To make a resolution on the transfer of his/her share of capital contribution by a shareholder to anyone other than another shareholder;
- (10) To make resolutions on the merging, establishment, transformation, dissolution and liquidation of the Company; and
- (11) To modify the Articles of Association of the Company.

Article 14 The initial Meeting of Shareholders shall be convened and presided over by the shareholder with the largest amount of capital contribution.

Article 15 At the meeting of shareholders, every shareholder shall exercise the voting right according to their capital contribution ratio. CNY 1 represents one vote.

Article 16 The meetings of shareholders are divided into regular meeting and temporary meeting and a notice shall be given to all shareholders fifteen days prior to the convening of the meeting. The regular meeting will be held once half a year. Temporary meeting can be convened with the proposal of shareholder holding more than a quarter of the voting rights, executive director or supervisor. The shareholder can entrust another person in written to attend the meeting of shareholders, in this case, the entrusted agent shall exercise the right as specified in the power of attorney.

Article 17 The meeting of shareholders shall be convened and presided over by the executive director. In case the executive director cannot perform the duties for special reasons, the shareholder designated by such executive director shall convene and preside over the Meeting of Shareholders.

Article 18 The meeting of shareholders shall make resolutions on issues discussed in the meeting, and such resolutions shall be approved by shareholders holding over a half of voting rights. If resolutions made at the Meeting of Shareholders are related to issues stipulated in Item 8, Item 10, and Item 11 of Article 13 under this Articles of Association, such resolutions shall be approved by shareholders holding over two thirds of voting rights. The Meeting of Shareholders shall prepare meeting minutes about the resolutions made for issues discussed in the meeting, and all of the shareholders present in the meeting shall sign their names on the meeting minutes. The meeting minutes shall be maintained as the Company's archives.

Article 19 The Company sets up executive director who shall be elected by the Meeting of Shareholders.

The executive director assumes the term of office for three years and can be reappointed after the expiry of the term of office. The Meeting of Shareholders shall not dismiss the executive director without justified reasons during the term of office of the executive director.

The executive director exercises the following duties and rights:

- (1) To be responsible for convening the Meeting of Shareholders and reporting work at the Meeting of Shareholders;
- (2) To execute the resolutions made by the Meeting of Shareholders;
- (3) To determine the business plan and investment scheme of the Company;

- (4) To formulate the annual financial budget scheme and final settlement scheme of the Company;
- (5) To formulate in advance the profit distribution scheme and deficit remedy scheme of the Company;
- (6) To formulate the scheme of increasing or reducing the registered capital of the Company;
- (7) To draw up schemes with respect to merger, division, transformation and dissolution of the Company;
- (8) To determine the setting of the internal management authority of the Company;
- (9) To recruit or dismiss the Company's manager, recruit or dismiss the Company's deputy manager and financial director according to the manager's nominations, and determine their remuneration; and
- (10) To develop the basic management systems of the Company.

Article 20 The Company sets up manager who shall be hired or dismissed by the executive director. The Manager is responsible for the executive director and exercises the following duties and rights:

- (1) To take charge of production operation and management of the Company and to organize the implementation of the resolutions concluded by the executive director;
- (2) To implement the annual business plan and investment scheme of the Company;
- (3) To draw up the setting scheme of the internal management authority of the Company;
- (4) To draw up the basic management systems of the Company;
- (5) To establish the specific rules and regulations of the Company;
- (6) To propose to recruit or dismiss the deputy manager and financial director of the Company;
- (7) To recruit or dismiss the managing officers other than those who shall be recruited or dismissed according to the decision concluded by the executive director; and
- (8) To exercise other duties and rights authorized by the Articles of Association and the board of directors.

Article 21 The Company sets up one supervisor.

The supervisor assumes a term of office for three years and can be reappointed after the expiry of the term of office. The executive director, manager and financial director of the Company shall not concurrently serve as the supervisor of the Company.

The supervisor exercises the following duties and rights:

- (1) To check the financial status of the Company;

- (2) To supervise the executive director's or the manager's acts violating laws, regulations or the provisions in the Articles of Association during the performance of their duties in the Company;
- (3) To require the executive director and the manager to rectify their acts harming the interests of the Company;
- (4) To propose to convene a temporary Meeting of Shareholders; and
- (5) To exercise the other rights and duties as stipulated by the Articles of Association of the Company.

Article 22 The executive director, supervisor, and manager shall abide by laws, administrative regulations and the Articles of Association of the Company, faithfully perform their duties, maintain the interests of the Company, and shall not seek personal gain for themselves by use of the position and authority in the Company. The executive director, supervisor and manager shall undertake the responsibility for compensation in the case that their violation of laws, administrative regulations and stipulations under the Articles of Association results in losses for the Company.

Chapter 9 Legal Representative of the Company

Article 23 The executive director acts as the legal representative of the Company with a term of office for 3 years and can be reappointed after the expiry of the term of office.

Article 24 The legal representative of the Company exercises the following duties and rights:

- (1) To convene and preside over the meeting of shareholders;
- (2) To inspect the implementation of the meeting of shareholders;
- (3) To sign relevant documents on behalf of the Company;
- (4) To exercise the special jurisdiction right and disposition right to the Company's affairs in the event of war, serious natural disaster and any other emergency (such jurisdiction right and disposition right must agree with the interests of the Company) and submit a report to the Meeting of Shareholders afterwards.

- (5) To nominate and recruit the Company's manager;
- (6) To exercise other duties and rights.

Chapter 10 Finance, Accounting, Profit Distribution and Employment Systems

Article 25 The Company shall establish the financial and accounting system in line with laws, administrative regulations and stipulations of financial authorities of the State Council.

After the review and verification according to law, the Company shall, at the end of every fiscal year, prepare the financial accounting report which shall be delivered to shareholders prior to February 20 of the next year.

The financial accounting report shall include the following accounting statements and schedules of financial statements:

- (1) Balance Sheet;
- (2) Income Statement;
- (3) Statement of Changes in Financial Position;
- (4) Financial Status Statement; and
- (5) Profit Distribution Statement.

Article 26 When distributing the after-tax profits in the current year, the Company shall create statutory reserves by virtue of 10% of the said profits, and create statutory welfare reserves by virtue of 5% to 10% of the said profits. There is no need to create statutory reserves for the Company when the accumulative amount is over 50% of the Company's registered capital.

If the Company's statutory reserves are insufficient to remedy the deficits in the last year, the profits in the current year shall be used for remedying the deficits before the statutory reserves and statutory welfare reserves are created in line with the preceding provisions.

After the Company creates statutory reserves from the after-tax profits, it may, upon a resolution made at the Meeting of Shareholders, create discretionary reserves from the after-tax profits.

After the after-tax profits are used for the remedy of deficits and creation of reserves and statutory welfare reserves, the residual after-tax profits shall be distributed according to the ratio of contributions of the shareholders.

The Company's reserves are used for remedying the defects and expanding the Company's production and operation or transferred to be the Company's capital, while the Company's statutory welfare reserves are used for the collective welfare of the employees of the Company.

Article 27 The employment system shall be in compliance with the state laws and regulations and the relevant provisions of the labor authorities of the State Council.

Appointment system is applied to the Company's cadres, and contract system is applied to the Company's staff. All employees of the Company participate in overall planning of social insurance.

Chapter 11 Causes of Disbanding the Company and the Liquidation Methods

Article 28 The Company's term of duration is ten years, counting from the date of issuing the *Business License of Enterprise Corporation*.

Article 29 The dissolution can apply to the Company in the event of any of the following situations:

- (1) The business duration specified in the Articles of Association comes to the expiry or other dissolution reasons specified in the Articles of Association occur;
- (2) The dissolution resolution is concluded at the Meeting of Shareholders;
- (3) The Company is disbanded due to merger or division;
- (4) The Company is lawfully announced to be insolvent; or
- (5) The Company is lawfully ordered to close down.

Article 30 Where the Company is disbanded, the liquidation group shall be established according to the *Company Law* for liquidation. After the completion of liquidation, the liquidation group shall formulate the liquidation report and submit it to the Meeting of Shareholders or relevant competent authorities for confirmation and to the registration organ where the Company was registered to apply for cancellation of the Company's registration, and finally, announce the termination of the Company.

Chapter 12 Other Items Deemed As Necessary by Shareholders

Article 31 The Articles of Association of the Company can be amended, if necessary, but the resolution on amending the Articles of Association must be approved by the shareholders representing more than two thirds of the voting rights, and signed and sealed by whole shareholders. The Company shall submit the amended Articles of Association to the original registration organ where the Company was registered for filing. Where such amendment is involved in the change of registration items, the modification registration shall also be applied for to the registration organ where the Company was registered.

Article 32 The Meeting of Shareholders reserves the right to interpret the Articles of Association.

Article 33 The registered items of the Company are subject to those as ratified by the registration authority where the Company was registered.

Article 34 The Articles of Association shall be jointly formulated by all shareholders and come into force as of the incorporation date of the Company.

Article 35 The Articles of Association herein is made in triplicate, with one share filed by the Company, one share held by shareholders, and one share kept on file with the registry where the Company was registered.

Signatures and Seals of Shareholders:

Zhang Zhaoyue (signature & fingerprint)

Wen Youxue (signature & fingerprint)

December 30, 2010

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No. 2152

Applicant: Tancheng Leinuo Clothing Co., Ltd., located at
Honghua Township Precinct, Tancheng County, Linyi City,
Shandong Province

Legal representative: Zhang Zhaoyue, female, born on October
18, 1982, ID Card No.: 371322198210185441

Issue under notarization: seal

This is to certify that the special seal for information inquiry of
Market Supervision and Management Bureau of Tancheng County,
affixed on the foregoing copy of *Articles of Association* of Tancheng
Leinuo Clothing Co., Ltd., is authentic.

Lanshan Notary Public Office, Linyi City,
Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

September 11, 2017

IV17572058

公 证 书

中华人民共和国山东省临沂市兰山公证处



营业执照

(副本)

1-1

统一社会信用代码 91371322567748159E

名称 郯城雷诺服装有限公司
类型 有限责任公司(自然人独资)
住所 山东省临沂市郯城县红花镇驻地
法定代表人 张照月
注册资本 壹仟万元整
成立日期 2011年01月12日
营业期限 2011年01月12日至 年 月 日
经营范围 服装加工销售(依法须经批准的项目,经相关部门批准后方可开展经营活动)。



登记机关

2016 年 03 月 16 日

公 证 书

(2017)临兰山证外字第 2017 号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，公民身份号码：371322198210185441。

公证事项：营业执照

兹证明郯城县工商行政管理局于二〇一六年三月十六日发给郯城雷诺服装有限公司的《营业执照》（副本）的原件与前面的复印件相符，原件属实。

中华人民共和国山东省临沂市兰山公证处

公证员

孙 劼



IV17567944

Business License

(Duplicate)

Unified social credit code: 91371322567748159E 1-1

Name: Tancheng Leinuo Clothing Co., Ltd

Type: Limited Liability Company (Sole proprietorship of natural person)

Domicile: Honghua Town Station, Tancheng County, Linyi City, Shandong Province

Legal Representative: Zhang Zhaoyue

Registered Capital: RMB 10,000,000.00 Yuan

Date of Establishment: January 12, 2011

Business Period: From January 12, 2011 to

Business Scope: Processing and sales of clothing (Any item needing legal approval should carry out business activities with approval of the relevant department).

Registration Authority:

Special Seal for Administrative
Examination and Approval of
Administration for Industry and
Commerce of Tancheng County
(Seal)

March 16, 2016

Website of Enterprise Credit Information Publicity System:

Under Supervision of State Administration for Industry and Commerce of the People's Republic of China

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No.2017

Applicant: Tancheng Leinuo Clothing Co., Ltd, domicile: Honghua Town Station, Tancheng County, Linyi City, Shandong Province.

Legal representative: Zhang Zhaoyue, female, was born on October 18, 1982, ID card NO.: 371322198210185441.

Issue under notarization: Business License

This is to certify that the original *Business License* (Duplicate) issued to Tancheng Leinuo Clothing Co., Ltd by Administration for Industry and Commerce of Tancheng County on March 16, 2016 conforms to the foregoing copy, and the original is authentic.

Lanshan Notary Public Office, Linyi City,
Shandong Province

The People's Republic of China

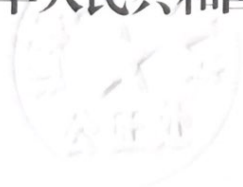
Notary Public: Sun Jian

August 18, 2017

1717567943

公 证 书

中华人民共和国江苏省南京市南京公证处



授权委托书

委托方：江苏苏豪丝绸有限公司（注册日期：2005 年 08 月 29 日，统一社会信用代码：913200007780447682）

第一受托人：黄天舒（出生日期：1969 年 08 月 07 日，护照号：G49037241）

第二受托人：张韬（出生日期：1991 年 07 月 26 日，护照号：E76863451）

第三受托人：李振委（出生日期：1991 年 12 月 05 日，护照号：E16778232）

委托事项：

兹授权黄天舒、张韬、李振委三位同志代表我司在缅甸办理公司注册、银行开户、申请 MIC 以及主持开展后续的生产、经营等事务。

特此授权，授权时间从 2017 年 09 月 13 日到 2019 年 09 月 13 日

委托方：江苏苏豪丝绸有限公司

2017 年 09 月 13 日



Power of Attorney

Principal: Jiangsu SOHO Silk Co., Ltd. (date of registration: August 29, 2005,
Unified Social Credit Code: 913200007780447682).

First agent: Huang Tianshu (born on August 7, 1969, Passport No.
G49037241);

Second agent: Zhang Tao (born on July 26, 1991, Passport No. E76863451);

Third agent: Li Zhenwei (born on December 5, 1991, Passport No.
E16778232).

Matters of authorization:

We, the Principal, hereby authorize Huang Tianshu, Zhang Tao and Li Zhenwei
to deal with company registration, bank account opening and MIC application
and to take charge of subsequent production and operation matters in
Myanmar for and on behalf of us.

The Power of Attorney is hereby issued. The Power of Attorney will be valid
from September 13, 2017 to September 13, 2019.

Principal: Jiangsu SOHO Silk Co., Ltd. (seal)

September 13, 2017



公 证 书

(2017)宁南证经外字第1368号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：印鉴

兹证明前面的江苏苏豪丝绸有限公司于二〇一七年九月十三日出具的《授权委托书》原件上的江苏苏豪丝绸有限公司印鉴属实。前面的《授权委托书》中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年十月十日



IV21164529

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1368

Applicant: Jiangsu SOHO Silk Co., Ltd., Address: Room 401, 4/F,
Tower A, SOHO International Plaza, No. 48, Ningnan Avenue,
Yuhuatai District, Nanjing City, Legal Representative: Xu Yuxiang,
male, born on November 8, 1965, Citizen ID No.
32010319651108053X.

Issue under notarization: seal

This is to certify that the seal of Jiangsu SOHO Silk Co., Ltd.
affixed to the forgoing original copy of the Power of Attorney issued
by Jiangsu SOHO Silk Co., Ltd. on September 13, 2017 is authentic,
and that the attached English translation of the foregoing Power of
Attorney conforms to the original document in Chinese.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Oct.10, 2017

IV21164530

POA

公 证 书

中华人民共和国山东省临沂市兰山公证处

公 证 处

授权委托书

委托方：郯城雷诺服装有限公司（注册日期：2011 年 01 月 12 日，统一社会信用代码：91371322567748159E）

第一受托人：黄天舒（出生日期：1969 年 08 月 07 日，护照号：G49037241）

第二受托人：张韬（出生日期：1991 年 07 月 26 日，护照号：E76863451）

第三受托人：李振委（出生日期：1991 年 12 月 05 日，护照号：E16778232）

委托事项：

兹授权黄天舒、张韬、李振委三位同志代表我司在缅甸办理公司注册、银行开户、申请 MIC 以及主持开展后续的生产、经营等事务。

特此授权，授权时间从 2017 年 09 月 13 日到 2019 年 09 月 13 日

委托方：郯城雷诺服装有限公司

2017 年 09 月 11 日



公 证 书

(2017)临兰山证外字第2156号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，
公民身份号码：371322198210185441。

公证事项：印鉴

兹证明前面的《授权委托书》上“郯城雷诺服装有限公司”
的印章属实。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增端



IV17572080

Power of Attorney

Grantor: Tancheng Leinu Clothing Co., Ltd. (Registration Date: January 12, 2011,
Unified Social Credit Code: 91371322567748159E)

The First Attorney Appointed: Huang Tianshu (Date of Birth: August 7, 1969,
Passport No.: G49037241)

The Second Attorney Appointed: Zhang Tao (Date of Birth: July 26, 1991, Passport
No.: E76863451)

The Third Attorney Appointed: Li Zhenwei (Date of Birth: December 5, 1991,
Passport No.: E16778232)

Powers:

We, Tancheng Leinu Clothing Co., Ltd., hereby grant Huang Tianshu, Zhang Tao
and Li Zhenwei the power as our representatives to Myanmar on behalf of our
company to handle such affairs as company registration, bank account opening, MIC
application, as well as the subsequent production and operation.

This *Power of Attorney* is hereby issued. The authorization starts from September 13,
2017 to September 13, 2019.

Grantor: Tancheng Leinu Clothing Co., Ltd. (seal)

September 11, 2017

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No. 2156

Applicant: Tancheng Leinuo Clothing Co., Ltd., located at
Honghua Township Precinct, Tancheng County, Linyi City,
Shandong Province

Legal representative: Zhang Zhaoyue, female, born on October
18, 1982, ID Card No.: 371322198210185441

Issue under notarization: seal

This is to certify that the seal of Tancheng Leinuo Clothing Co.,
Ltd., affixed on the foregoing *Power of Attorney*, is authentic.

Lanshan Notary Public Office, Linyi City,

Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

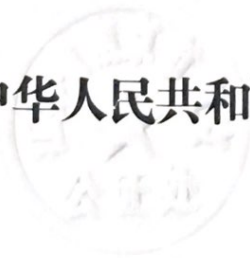
September 11, 2017

IV17572066

1 April 2016

公 证 书

中华人民共和国江苏省南京市南京公证处





00002017040013459251
报告文号: XYZH[2017]NJSA0054

江苏苏豪丝绸有限公司

2016 年度

审计报告

索引	页码
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-利润表	3
-现金流量表	4
-股东权益变动表	5-6
-财务报表附注	7-27



信永中和会计师事务所
(特殊普通合伙)南京分所
ShineWing
certified public accountants
Nanjing branch

江苏省南京市山西路128号
和泰国际大厦7层
7/F, Hetai International
Mansion, No. 128, Shanxi Road,
Nanjing, Jiangsu 210009,
P.R.China

联系电话 +86(025)52808866
telephone +86(025)52808866
传真 +86(025)83716000
facsimile +86(025)83716000

审计报告

XYZH/2017NJSAA0054

江苏苏豪丝绸有限公司:

我们审计了后附的江苏苏豪丝绸有限公司(以下简称“苏豪丝绸”)财务报表,包括2016年12月31日资产负债表,2016年度利润表、现金流量表,股东权益变动表以及财务报表附注。

一、管理层对财务报表的责任

编制和公允列报财务报表是苏豪丝绸管理层的责任,这种责任包括:(1)按照企业会计准则的规定编制财务报表,并使其实现公允反映;(2)设计、执行和维护必要的内部控制,以使财务报表不存在由于舞弊或错误导致的重大错报。

二、注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守职业道德守则,计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序,以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断,包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时,注册会计师考虑与财务报表编制和公允列报相关的内部控制,以设计恰当的审计程序,但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性,以及评价财务报表的总体列报。

我们相信,我们获取的审计证据是充分、适当的,为发表审计意见提供了基础。

三、审计意见

我们认为，苏豪丝绸财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了苏豪丝绸 2016 年 12 月 31 日的财务状况以及 2016 年度的经营成果和现金流量。

信永中和会计师事务所(特殊普通合伙)南京分所



中国 南京

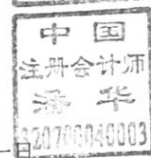
中国注册会计师：

Q217



中国注册会计师：

1802



二〇一七年三月三十一日

资产负债表

2016年12月31日

编制单位：江苏苏亚西药有限公司

单位：人民币元

项 目	行次	年末余额	年初余额
流动资产：	1		
货币资金	2	1,677,179.73	3,559,215.41
以公允价值计量且其变动计入当期损益的金融资产	3		
衍生金融资产	4		
应收账款	5		780,001.00
应收账款	6	5,053,332.44	3,363,645.74
预付款项	7	2,634,597.33	35,667,606.76
应收利息	8		
应收股利	9		
其他应收款	10	23,204,679.14	14,953,221.62
存货	11	3,318,886.06	6,164,650.14
划分为持有待售的资产	12		
一年内到期的非流动资产	13		
其他流动资产	14	6,190,202.81	11,114,134.10
流动资产合计	15	42,078,877.51	75,602,474.77
非流动资产：	16		
可供出售金融资产	17		
持有至到期投资	18		
长期应收款	19		
长期股权投资	20		
投资性房地产	21		
固定资产原价	22	884,356.39	885,632.31
减：累计折旧	23	251,837.66	530,625.67
固定资产净值	24	632,518.73	355,006.64
减：固定资产减值准备	25		
固定资产净额	26	632,518.73	355,006.64
在建工程	27		
工程物资	28		
固定资产清理	29		
生产性生物资产	30		
油气资产	31		
无形资产	32		
开发支出	33		
商誉	34		
长期待摊费用	35		
递延所得税资产	36	4,511,088.75	4,085,978.87
其他非流动资产	37		
非流动资产合计	38	5,143,607.48	4,440,985.51
	39		
	40		
资产总计	41	47,222,484.99	80,043,460.28

法定代表人：



主管会计工作负责人：



会计机构负责人：

张新

资产负债表 (续)

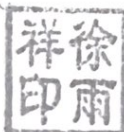
2018年12月31日

编制单位: 江苏苏农农村商业银行

单位: 人民币元

项 目	行次	年末余额	年初余额
流动资产:	42		
短期借款	43	-	-
以公允价值计量且其变动计入当期损益的金融负债	44	-	-
衍生金融负债	45	-	-
应付票据	46	-	-
应付账款	47	2,431,688.57	2,127,942.89
预收款项	48	17,712,763.82	49,374,806.10
应付职工薪酬	49	-	-
应交税费	50	315,424.79	195,781.66
应付利息	51	-	-
应付股利	52	-	-
其他应付款	53	117,490.40	5,055.20
划分为持有待售的负债	54	-	-
一年内到期的非流动负债	55	-	-
其他流动负债	56	-	-
流动负债合计	57	20,577,347.58	51,703,585.85
非流动负债:	58		
长期借款	59	-	-
应付债券	60	-	-
长期应付款	61	-	-
长期应付职工薪酬	62	-	-
专项应付款	63	-	-
预计负债	64	-	-
递延收益	65	-	-
递延所得税负债	66	-	-
其他非流动负债	67	-	-
非流动负债合计	68	-	-
负债合计	69	20,577,347.58	51,703,585.85
所有者权益(或股东权益):	70		
实收资本(或股本)	71	20,000,000.00	20,000,000.00
其他权益工具	72	-	-
资本公积	73	-	-
减:库存股	74	-	-
其他综合收益	75	-	-
其中:外币报表折算差额	76	-	-
专项储备	77	-	-
盈余公积	78	4,542,602.44	4,542,602.44
未分配利润	79	2,102,534.97	3,797,271.99
归属于母公司所有者权益合计	80	26,645,137.41	28,339,874.43
所有者权益(或股东权益)合计	81	26,645,137.41	28,339,874.43
负债和所有者权益(或股东权益)总计	82	47,222,484.99	80,043,460.28

法定代表人:



主管会计工作负责人:



会计机构负责人:



利润表
2016年度

单位：人民币元

编制单位：江苏苏豪牧业股份有限公司

项 目	行次	本年金额	上年金额
一、营业总收入	1	467,710,155.62	352,221,035.78
其中：营业收入	2	467,710,155.62	352,221,035.78
二、营业总成本	3	467,872,536.54	350,563,579.93
其中：营业成本	4	458,634,648.98	346,702,185.03
税金及附加	5	41,976.15	15,105.30
销售费用	6	5,032,627.53	3,087,629.97
管理费用	7	2,584,232.88	459,890.12
财务费用	8	-121,388.53	-515,926.10
资产减值损失	9	1,700,439.53	814,695.61
其他	10	-	-
加：公允价值变动收益（损失以“-”号填列）	11	-	-
投资收益（损失以“-”号填列）	12	-	-
三、营业利润（亏损以“-”号填列）	13	-162,380.92	1,657,455.85
加：营业外收入	14	120,675.76	-
减：营业外支出	15	58,787.00	133.34
四、利润总额（亏损总额以“-”号填列）	16	-100,492.16	1,657,322.51
减：所得税费用	17	-5,755.14	427,405.61
五、净利润（净亏损以“-”号填列）	18	-94,737.02	1,229,916.90
六、其他综合收益的税后净额	19	-	-
（一）以后不能重分类进损益的其他综合收益	20	-	-
其中：1.重新计量设定受益计划净负债或净资产的变动	21	-	-
2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份额	22	-	-
（二）以后将重分类进损益的其他综合收益	23	-	-
其中：1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的份额	24	-	-
2.可供出售金融资产公允价值变动损益	25	-	-
3.持有至到期投资重分类为可供出售金融资产损益	26	-	-
4.现金流量套期损益的有效部分	27	-	-
5.外币财务报表折算差额	28	-	-
七、综合收益总额	29	-94,737.02	1,229,916.90
八、每股收益：	30		
基本每股收益	31		
稀释每股收益	32		
	33		

法定代表人：



主管会计工作负责人：



会计机构负责人：张新英

现金流量表

2016年度

单位：人民币元

编制单位：江苏苏豪牧业股份有限公司

项 目	行次	本年金额	上年金额
一、经营活动产生的现金流量：	1		
销售商品、提供劳务收到的现金	2	435,475,638.65	400,597,490.15
收到的税费返还	3	78,997,276.15	48,955,077.71
收到其他与经营活动有关的现金	4	283,498.96	1,758,722.97
经营活动现金流入小计	5	514,756,413.76	451,311,290.83
购买商品、接受劳务支付的现金	6	498,550,729.05	443,322,055.10
支付给职工以及为职工支付的现金	7	3,013,931.53	40,810.40
支付的各项税费	8	304,251.10	1,817,548.03
支付其他与经营活动有关的现金	9	12,761,258.57	3,440,053.75
经营活动现金流出小计	10	514,630,170.25	448,620,497.28
经营活动产生的现金流量净额	11	126,243.51	2,690,793.55
二、投资活动产生的现金流量：	12		
收回投资收到的现金	13		
取得投资收益收到的现金	14		
处置固定资产、无形资产和其他长期资产所收回的现金净额	15	231,418.24	
处置子公司及其他营业单位收回的现金净额	16		
收到其他与投资活动有关的现金	17		
投资活动现金流入小计	18	231,418.24	
购建固定资产、无形资产和其他长期资产所支付的现金	19	639,697.43	24,814.96
投资支付的现金	20		
取得子公司及其他营业单位支付的现金净额	21		
支付其他与投资活动有关的现金	22		
投资活动现金流出小计	23	639,697.43	24,814.96
投资活动产生的现金流量净额	24	-408,279.19	-24,814.96
三、筹资活动产生的现金流量：	25		
吸收投资收到的现金	26	-	-
其中：子公司吸收少数股东投资收到的现金	27	-	-
取得借款所收到的现金	28	-	-
收到其他与筹资活动有关的现金	29	-	-
筹资活动现金流入小计	30	-	-
偿还债务所支付的现金	31	-	-
分配股利、利润或偿付利息所支付的现金	32	1,600,000.00	66,523.51
其中：子公司支付给少数股东的股利、利润	33	-	-
支付其他与筹资活动有关的现金	34	-	-
筹资活动现金流出小计	35	1,600,000.00	66,523.51
筹资活动产生的现金流量净额	36	-1,600,000.00	-66,523.51
四、汇率变动对现金及现金等价物的影响	37		
五、现金及现金等价物净增加额	38	-1,882,035.68	2,599,455.08
加：期初现金及现金等价物余额	39	3,559,215.41	959,760.33
六、期末现金及现金等价物余额	40	1,677,179.73	3,559,215.41
	41		

法定代表人：



主管会计工作负责人：



会计机构负责人：

张新军

股票代码: 300000 东方财富网络有限公司

所有者权益变动表
2010年12月 31日

单位: 人民币元

项 目		东方财富网络公司所有者权益											所有者权益合计	
行次		实收资本 (或股本)	其他权益工具	资本公积	减: 库存股	其他综合收益	专项储备	盈余公积	△ 一般风险准备	未分配利润	其他	小计	少数股东权益	
	上 次	1	2	3	4	5	6	7	8	9	10	11	12	
1	上年年末余额	20,000,000.00	-	-	-	-	-	1,542,602.44	-	3,797,271.99	-	25,339,874.43	13	
2	加: 会计政策变更													
3	前期差错更正													
4	其他													
5	本年年初余额	20,000,000.00						1,542,602.44		3,797,271.99		25,339,874.43		
6	本年增减变动金额 (减少以“-”号填列)	-								-1,694,737.02		-1,694,737.02		
7	(一) 综合收益总额	-								-94,737.02		-94,737.02		
8	(二) 所有者投入和减少资本	-												
9	1. 所有者投入的普通股	-												
10	2. 其他权益工具持有者投入资本	-												
11	3. 股份支付计入所有者权益的金额	-												
12	4. 其他	-												
13	(三) 专项储备提取和使用	-												
14	1. 提取专项储备	-												
15	2. 使用专项储备	-												
16	(四) 利润分配	-								-1,600,000.00		-1,600,000.00		
17	1. 提取盈余公积	-								-		-		
18	其中: 法定公积金	-								-		-		
19	任意公积金	-								-		-		
20	2. 提取一般风险准备	-								-		-		
21	3. 对所有者 (或股东) 的分配	-								-1,600,000.00		-1,600,000.00		
22	1. 其他	-												
23	(五) 所有者权益内部结转	-												
24	1. 资本公积转增资本 (或股本)	-												
25	2. 盈余公积转增资本 (或股本)	-												
26	3. 盈余公积弥补亏损	-												
27	4. 结转重新计量设定受益计划净负债或净资产所产生的变动	-												
28	5. 其他	-												
29	四、本年年末余额	20,000,000.00			-		-	4,542,602.44		2,102,534.97		26,645,137.41	26,645,137.41	

法定代表人:

主管会计工作负责人:

会计机构负责人:

祥徐印雨

祥徐印雨

张新

所有者权益变动表(续)

2016年12月31日

单位:人民币元

项目	行次	所有者权益										所有者权益合计
		实收资本(或股本)	其他权益工具	资本公积	减:库存股	其他综合收益	专项储备	盈余公积	未分配利润	其他	小计	
一、上年年末余额	1	20,000,000.00	15	16	17	18	19	20	21	22	23	24
加:会计政策变更	2											
前期差错更正	3											
其他	4											
二、本年年初余额	5	20,000,000.00						4,542,602.44	2,467,155.09		27,109,857.53	27,109,857.53
三、本年增减变动金额(减少以“-”号填列)	6											
(一)综合收益总额	7											
(二)所有者投入和减少资本	8											
1.所有者投入的普通股	9											
2.其他权益工具持有者投入资本	10											
3.股份支付计入所有者权益的金额	11											
4.其他	12											
(三)专项储备提取和使用	13											
1.提取专项储备	14											
2.使用专项储备	15											
(四)利润分配	16											
1.提取盈余公积	17											
其中:法定公积金	18											
任意公积金	19											
2.提取一般风险准备	20											
3.对所有者(或股东)的分配	21											
4.其他	22											
(五)所有者权益内部结转	23											
1.资本公积转增资本(或股本)	24											
2.盈余公积转增资本(或股本)	25											
3.盈余公积弥补亏损	26											
4.结转重估净资产或净损益所产生的变动	27											
5.其他	28											
四、本年年末余额	29	20,000,000.00						4,542,602.44	3,797,271.99		28,339,874.43	28,339,874.43

法定代表人:

主管会计工作负责人:

会计机构负责人:

张新成

祥徐印雨

祥徐印雨

QR Code

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Report No. XYZH[2017]NJSA0054

Jiangsu SOHO Silk Co., Ltd.
2016

Audit Report

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Audit Report

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(With the paging seal of ShineWing Certified Public Accountants Nanjing Branch)

ShineWing

ShineWing Certified Public
Accountants Nanjing Branch

7/F, Hetai International
Mansion, No. 128, Shanxi
Road, Nanjing, Jiangsu,
210009, P.R.China

Telephone: +86 (025) 83721886
Facsimile: +86 (025) 83716000

Audit Report

XYZH/[2017]NJSA0054

Jiangsu SOHO Silk Co., Ltd.,

We have audited the consolidated financial statements of Jiangsu SOHO Silk Co., Ltd. (hereinafter referred to as "SOHO Silk") attached hereinafter, including the Balance Sheet dated December 31, 2016, Profit Statement, Cash Flow Statement, Statement of Change in Stockholder Equity, and Notes to Financial Statements of 2016.

I. The Management's Responsibilities for Financial Statements

The management of SOHO Silk is responsible for preparing and giving a fair presentation on the financial statements. Such responsibility includes: (1) Preparing the financial statements in accordance with Accounting Standards for Business Enterprises, and giving a fair presentation on them. (2) Designing, implementing and maintaining necessary internal control to avoid any material misstatement in financial statements caused due to fraud or error.

II. Responsibilities of Certified Public Accountants

Our responsibility is to express auditing opinions on financial statements on the basis of our audit work. Our audit work was conducted in accordance with Auditing Standards for Chinese Certified Public Accountants, which requires that we prepare and conduct audit in accordance with the code of ethics so as to reasonably ascertain whether there is any material misstatement in financial statements.

Our audit work included the implementation of auditing procedures so as to obtain the auditing evidences concerning financial statements' amounts and disclosures. The selection of auditing procedures depends on certified public accountants' judgment, including the evaluation of the risk that financial statements may include material misstatements due to fraud or mistake. During risk evaluation, we also gave consideration to the internal control related to the preparation of financial statements so as to design appropriate auditing procedures, but such consideration did not aim to express opinions on the effectiveness of the internal control. Our audit work also included the evaluation of the appropriateness of the accounting policies adopted and the rationality of the accounting estimates made by the management as well as the evaluation of the overall reflections of financial statements.

We believe that we have obtained adequate and appropriate auditing evidences, which serve as the basis for us to express auditing opinions.

III. Auditing Opinions

We think that the financial statements of SOHO Silk were prepared in accordance with Accounting Standards for Business Enterprises on all the major fronts, and gave a fair presentation on the financial status on December 31, 2016 as well as operating results and cash flow in 2016 of SOHO Silk.

ShineWing Certified Public Accountants
(Special General Partnership) Nanjing
Branch (Seal)

Chinese CPA: Zhang Yuhu (signature)
(With the seal of Chinese CPA, Zhang Yuhu,
320000270057)

Chinese CPA: Pan Hua (signature)
(With the seal of Chinese CPA, Pan Hua,
320700040003)

Nanjing, China

March 31, 2017

Balance Sheet
Prepared by: Jiangsu SOHO Silk Co., Ltd. December 31, 2016

Unit: RMB Yuan

Item	Line	Year-end balance	Year-beginning balance
Current assets:			
Monetary capital	1	—	—
Financial assets measured at fair value and the change of which is included into the current profit and loss	2	1,677,179.73	3,559,215.41
Derivative financial assets	3	-	-
Notes receivable	4	-	-
Accounts receivable	5	-	780,001.00
Accounts prepaid	6	5,053,332.44	3,363,645.74
Interests receivable	7	2,634,597.33	35,667,606.76
Dividends receivable	8	-	-
Other receivables	9	-	-
Inventory	10	23,204,679.14	14,953,221.62
Assets held and to be sold	11	3,318,886.06	6,164,650.14
Non-current assets due within 1 year	12	-	-
Other current assets	13	-	-
Total current assets	14	6,190,202.81	11,114,134.10
	15	42,078,877.51	75,602,474.77
Non-current assets:	16	-	-
Available-for-sale financial assets	17	-	-
Held-to-maturity investment	18	-	-
Long-term receivables	19	-	-
Long-term equity investments	20	-	-
Investment real estate	21	-	-
Original price of fixed assets	22	884,356.39	885,632.31
Subtract: Accumulated depreciation	23	251,837.66	530,625.67
Net value of fixed assets	24	632,518.73	355,006.64
Subtract: Fixed assets impairment reserves	25	-	-
Net amount of fixed assets	26	632,518.73	355,006.64
Construction in progress	27	-	-
Construction materials	28	-	-
Disposal of fixed asset	29	-	-
Productive biological assets	30	-	-
Oil and gas assets	31	-	-
Intangible assets	32	-	-
Development expenditure	33	-	-
Goodwill	34	-	-
Long-term deferred expenses	35	-	-
Deferred income tax assets	36	4,511,088.75	4,085,978.87
Other non-current assets	37	-	-
Total non-current assets	38	5,143,607.48	4,440,985.51
	39	-	-
	40	-	-
Total assets	41	47,222,484.99	80,043,460.28

Legal Representative: Xu Yuxiang (Seal) Accounting Principal: Xu Yuxiang (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Balance Sheet (Continued)

Prepared by: Jiangsu SOHO Silk Co., Ltd. December 31, 2016

Unit: RMB Yuan

Item	Line	Year-end balance	Year-beginning balance
Current liabilities:	42	—	—
Short-term borrowing	43	—	—
Financial liabilities measured at fair value and the change of which is included into the current profit and loss	44	—	—
Derivative financial liabilities	45	—	—
Notes payable	46	—	—
Accounts payable	47	—	—
Advance collection	48	2,431,668.57	2,127,942.89
Employees' remuneration payable	49	17,712,763.82	49,374,806.10
Taxes and charges payable	50	—	—
Interests payable	51	315,424.79	195,781.66
Dividends payable	52	—	—
Other payables	53	—	—
Liabilities held and to be sold	54	117,490.40	5,055.20
Non-current liabilities due within 1 year	55	—	—
Other current liabilities	56	—	—
Total current liabilities	57	20,577,347.58	51,703,585.85
Non-current liabilities:	58	—	—
Long-term borrowing	59	—	—
Bonds payable	60	—	—
Long-term payables	61	—	—
Long-term employees' remuneration payable	62	—	—
Special payables	63	—	—
Estimated liabilities	64	—	—
Deferred income	65	—	—
Deferred income tax liabilities	66	—	—
Other non-current liabilities	67	—	—
Total non-current liabilities	68	—	—
Total liabilities	69	20,577,347.58	51,703,585.85
Owners' (shareholders') equity:	70	—	—
Paid-in capital (capital stock)	71	20,000,000.00	20,000,000.00
Other equity instrument	72	—	—
Capital reserve	73	—	—
Subtract: Treasury stock	74	—	—
Other comprehensive income	75	—	—
Including: Foreign currency statement conversion difference	76	—	—
Special reserves	77	—	—
Surplus reserves	78	4,542,602.44	4,542,602.44
Undistributed profit	79	2,102,534.97	3,797,271.99
Total equity belonging to owner of parent company	80	26,645,137.41	28,339,874.43
Total equity of owners (or shareholders)	81	26,645,137.41	28,339,874.43
Total liabilities and owners' equity (or shareholders' equity)	82	17,222,484.99	80,043,460.28

Legal Representative: Xu Yuxiang (Seal) Accounting Principal: Xu Yuxiang (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Profit Statement

Prepared by: Jiangsu SOHO Silk Co., Ltd.

Year 2016

Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
I. Total operating income	1	467,710,155.62	352,221,035.78
Including: Operating income	2	467,710,155.62	352,221,035.78
II. Total operating cost	3	467,872,536.54	350,563,579.93
Including: Operating cost	4	458,634,648.98	346,702,185.03
Tax and surcharges	5	41,976.15	15,105.30
Sales expense	6	5,032,627.53	3,087,629.97
Management expense	7	2,584,232.88	459,890.12
Financial expense	8	-121,388.53	-515,926.10
Asset impairment loss	9	1,700,439.53	814,695.61
Others	10	-	-
Add: Earnings from fair value changes (enter "-" for loss)	11	-	-
Investment earnings (enter "-" for loss)	12	-	-
III. Operating profit (enter "-" for loss)	13	-162,380.92	1,657,455.85
Add: Non-operating income	14	120,675.76	-
Subtract: Non-operating expense	15	58,787.00	133.34
IV. Total profit (enter "-" for total loss)	16	-100,492.16	1,657,322.51
Subtract: Income tax expense	17	-5,755.14	427,405.61
V. Net profit (enter "-" for net loss)	18	-94,737.02	1,229,916.90
VI. Net after-tax amount of other comprehensive income	19	-	-
(I) Other comprehensive income which cannot be re-classified as profit and loss later	20	-	-
Including: 1. Changes in net liabilities or net assets generated by the benefit plan upon re-measurement	21	-	-
2. Shares in other comprehensive income of invested unit not re-classifiable to profit and loss as calculated by equity method	22	-	-
(II) Other comprehensive income which will be reclassified as profit and loss later	23	-	-
Including: 1. Shares in other comprehensive income of invested unit re-classifiable to profit and loss as calculated by equity method	24	-	-
2. Profit and loss from change of fair value of available-for-sale financial assets	25	-	-
3. Profit and loss of held-to-maturity investment after classified as available-for-sale financial assets	26	-	-
4. Effective part of profit and loss from cash-flow hedge	27	-	-
5. Foreign currency financial statement conversion difference	28	-	-
VII. Total comprehensive income	29	-94,737.02	1,229,916.90
VIII. Earnings per share:	30	-	-
Basic earnings per share	31	-	-
Diluted earnings per share	32	-	-
	33	-	-

Legal Representative: Xu Yuxiang (Seal) Accounting Principal: Xu Yuxiang (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Cash Flow Statement
Prepared by: Jiangsu SOHO Silk Co., Ltd. Year 2016

Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
I. Cash flows from operating activities:	1	-	-
Cash received from sale of goods or rendering of services	2	435,475,638.65	400,597,490.15
Refund of tax and levies	3	78,997,276.15	48,955,077.71
Other cash received relating to operating activities	4	283,498.96	1,758,722.97
Sub-total of cash inflows of operating activities	5	514,756,413.76	451,311,290.83
Cash paid for goods and services	6	498,550,729.05	443,322,055.10
Cash paid to and on behalf of employees	7	3,013,931.53	40,840.40
Cash paid of all types of taxes	8	304,251.10	1,817,548.03
Other cash paid relating to operating activities	9	12,761,258.57	3,440,053.75
Sub-total of cash outflows of operating activities	10	514,630,170.25	448,620,497.28
Net cash flows from operating activities	11	126,243.51	2,690,793.55
II. Cash flows from investing activities:	12		
Cash received from disposal of investments	13		
Cash received from returns on investments	14		
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	15	231,418.24	
Net cash received from disposal of subsidiaries and other operating units	16		
Other cash received relating to investing activities	17		
Sub-total of cash inflows of investing activities	18	231,418.24	
Cash paid to acquire fixed assets, intangible assets and other long-term assets	19	639,697.43	24,814.96
Cash paid to acquire investments	20		
Net cash paid by subsidiaries and other operating units	21		
Other cash payments relating to investing activities	22		
Sub-total of cash outflows of investing activities	23	639,697.43	24,814.96
Net cash flows from investing activities	24	-408,279.19	-24,814.96
III. Cash flows from financing activities:	25		
Cash received from capital contribution	26	-	-
Including: Cash received from minority shareholders' capital contribution by subsidiaries	27	-	-
Cash received from borrowings	28	-	-
Other cash received relating to financing activities	29	-	-
Sub-total of cash inflows of financing activities	30	-	-
Cash repayments of amounts borrowed	31	-	-
Cash payments for interest expenses and distribution of dividends or profit	32	1,600,000.00	66,523.51
Including: Subsidiaries' payment of dividends and profits to minority shareholders	33	-	-
Other cash payments relating to financing activities	34	-	-
Sub-total of cash outflows of financing activities	35	1,600,000.00	66,523.51
Net cash flows from financing activities	36	-1,600,000.00	-66,523.51
IV. Effect of exchange rate changes on cash and cash equivalents	37		
V. Net increase in cash and cash equivalents	38	-1,882,035.68	2,599,455.08
Add: Opening balance of cash and cash equivalents	39	3,559,215.41	959,760.33
VI. Closing balance of cash and cash equivalents	40	1,677,179.73	3,559,215.41
	41		

Legal Representative: Xu Yuxiang (Seal) Accounting Principal: Xu Yuxiang (Seal)
Principal of Accounting Firm: Zhang Xinping (Seal)

Statement of Change in Owners' Equity

Unit: RMB Yuan

Prepared by: Jiangsu SOHO Silk Co., Ltd

December 31, 2016

Item		Line	Amount in this year December 31, 2016											Total owners' equity	
			Paid-in capital (or stock capital)	Other equity instruments	Capital reserve	Less: Treasury stock	Owners' equity attributable to parent company	Other comprehensive income	Special reserve	Surplus reserve	General risk reserve	Undistributed profit	Others		Subtotal
Column			1	2	3	4	5	6	7	8	9	10	11	12	13
I. Balance at end of last year		1	20,000,000.00						4,542,602.44		3,797,271.99		28,339,874.43		28,339,874.43
Add: Change in accounting policy		2													
Correction on prior error		3													
Others		4													
II. Balance at beginning of current year		5													
III. Increase & decrease in current year (decrease in "-")		6	20,000,000.00						4,542,602.44		3,797,271.99		28,339,874.43		28,339,874.43
(I) Total comprehensive income		7									-1,694,737.02		-1,694,737.02		-1,694,737.02
(III) Invested and decreased capitals of the owners		8									-94,737.02		-94,737.02		-94,737.02
1. Common stocks invested by the owners		9													
2. Capitals invested by holders of other equity instruments		10													
3. Amount of share-based payment recognized in owners' equity		11													
4. Others		12													
(III) Withdraw and use special reserves		13													
1. Withdraw special reserves		14													
2. Use special reserves		15													
(IV) Profit distribution		16													
1. Withdraw surplus reserve		17									-1,600,000.00		-1,600,000.00		-1,600,000.00
In which: Statutory surplus reserve		18													
Free reserve fund		19													
2. Withdraw general risk reserve		20													
3. Distribution to owners (or shareholders)		21									-1,600,000.00		-1,600,000.00		-1,600,000.00
4. Others		22													
(V) Internal transfer of owners' equity		23													
1. Capital surplus converted into capital (or stock capital)		24													
2. Surplus reserve converted into capital (or stock capital)		25													
3. Surplus reserve recover loss		26													
4. Carry over changes in net debt or net assets generated by the benefit plan		27													
5. Others		28													
IV. Balance at end of current year		29	20,000,000.00						4,542,602.44		2,102,534.97		26,645,137.41		26,645,137.41

Accounting Principal: Xu Yuxiang (Seal)

Legal Representative: Xu Yuxiang (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Statement of Change in Owners' Equity (Continued)

Prepared by: Jiangsu SOHO Silk Co., Ltd.

December 31, 2016

Unit: RMB Yuan

Item	Line	Amount in previous year													Total owners' equity
		Paid-in capital (or stock capital)	Other equity instruments	Capital reserve	Less Treasury stock	Owners' equity attributable to parent company	Other comprehensive income	Special reserve	Surplus reserve	Δ General risk reserve	Undistributed profit	Others	Subtotal	Minority interest	
Column		14	15	16	17	18	19	20	21	22	23	24	25	26	
I. Balance at end of last year	1	20,000,000.00						4,542,602.44		2,567,355.09		27,109,957.53		27,109,957.53	
Add: Change in accounting policy	2														
Correction on prior error	3														
Others	4														
II. Balance at beginning of current year	5	20,000,000.00						4,542,602.44		2,567,355.09		27,109,957.53		27,109,957.53	
III Increase & decrease in current year (decrease in "-")	6									1,229,916.90		1,229,916.90		1,229,916.90	
(I) Total comprehensive income	7									1,229,916.90		1,229,916.90		1,229,916.90	
(III) Invested and decreased capitals of the owners	8														
1. Common stocks invested by the owners	9														
2. Capitals invested by holders of other equity instruments	10														
3. Amount of share-based payment recognized in owners' equity	11														
4. Others	12														
(III) Withdraw and use special reserves	13														
1. Withdraw special reserves	14														
2. Use special reserves	15														
(IV) Profit distribution	16														
1. Withdraw surplus reserve	17														
In which: Statutory surplus reserve	18														
Free reserve fund	19														
2. Withdraw general risk reserve	20														
3. Distribution to owners (or shareholders)	21														
4. Others	22														
(V) Internal transfer of owners' equity	23														
1. Capital surplus converted into capital (or stock capital)	24														
2. Surplus reserve converted into capital (or stock capital)	25														
3. Surplus reserve recover loss	26														
4. Carry over changes in net debt or net assets generated by the benefit plan	27														
5. Others	28							4,542,602.44		3,797,271.99	28,339,874.43			28,339,874.43	
IV. Balance at end of current year	29	20,000,000.00						4,542,602.44		3,797,271.99	28,339,874.43			28,339,874.43	

Principal of Accounting Firm: Zhang Xinping (Seal)

Legal Representative: Xu Yuxiang (Seal)

Accounting Principal: Xu Yuxiang (Seal)

Principal of Accounting Firm: Zhang Xiping (Seal)

公 证 书

(2017)宁南证经外字第1271号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：审计报告

兹证明江苏苏豪丝绸有限公司所持有的《江苏苏豪丝绸有
限公司2016年度审计报告》原件与前面的影印件相符，原件属
实。前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年九月七日



IV26246179

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi.No.1271

Applicant: Jiangsu SOHO Silk Co., Ltd., Address: Room 401, 4/F,
Tower A, SOHO International Plaza, No. 48, Ningnan Avenue,
Yuhuatai District, Nanjing City, Legal Representative: Xu Yuxiang,
male, born on November 8, 1965, Citizen ID No.
32010319651108053X.

Issue under notarization: Articles of Association

This is to certify that the foregoing photocopy of the Jiangsu SOHO
Silk Co., Ltd. 2016 Audit Report held by Jiangsu SOHO Silk Co., Ltd.
conforms to the original, and that the original document is authentic,
and that the attached English translation of the photocopy conforms to
the original document in Chinese.

Notary : Xia Yang

Nanjing Notary Public Office

Nanjing City, Jiangsu Province

The People's Republic of China (seal)

Sep.7, 2017

IV26246180

公 证 书

中华人民共和国江苏省南京市南京公证处



单位存款证明

CERTIFICATE OF CORPORATE DEPOSIT

编号: A 0861009
No.

致: 江苏苏豪国际集团股份有限公司 (单位名) 的要求, 我行证
明: 江苏苏豪国际集团股份有限公司 (单位名) 在我行的存款账户

☒ 截止至 2017 年 09 月 29 日有如下余额:

☐ 从 年 月 日到 年 月 日期间每日余额均不低于:

To: _____

Requested by _____ (corporate name), we hereby certify that

_____ (corporate name) has maintained account(s) with our bank, and

☐ up to _____ (YYYY/MM/DD), available credit balances are as follows:

☐ from _____ (YYYY/MM/DD) to _____ (YYYY/MM/DD), available

credit balances are no lower than:

账号 Account No.	货币/金额 (小写) Amount in Figures	货币/金额 (大写) Amount in Words	是否已质押 或被冻结? If it has been pledged or frozen?
552158228753	CNY3,953,345.63	CNY叁佰玖拾伍万叁仟叁佰肆拾伍元陆角叁分	NO
合计金额 (大写): 叁佰玖拾伍万叁仟叁佰肆拾伍元陆角叁分 Total Amount in Words:			

此存款证明不作为质押、担保之用, 由此引起的后果, 我行不负任何责任。本证明不得进行任何涂改, 涂改后的证明无效。

This certificate is not permitted to be used as guarantee or pledge in any purpose. We do not hold any liability for the consequences involved thereby. This certificate cannot be modified or altered. If modified or altered, it will lose validity automatically.

中国银行股份有限公司 _____ 分行

Bank of China Limited _____ Branch

(盖章)

(SEAL)



2017 年 09 月 30 日

YYYY MM DD

公 证 书

(2017)宁南证经外字第1371号

申请人：江苏苏豪国际集团股份有限公司，住所：南京市软件大道48号，法定代表人：张朝武，男，一九七〇年五月二十七日出生，公民身份号码：320121197005271314。

公证事项：单位存款证明

兹证明中国银行股份有限公司于二〇一七年九月三十日出具给江苏苏豪国际集团股份有限公司的《单位存款证明》（中英文本）原件与前面的影印件相符，原件属实。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年十月十日



IV21164527

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1371

Applicant: Jiangsu SOHO International Group Corp., Address: No. 48 Ruanjian Avenue, Nanjing City, Legal Representative: Zhang Chaowu, male, born on May 27, 1970, Citizen ID No. 320121197005271314.

Issue under notarization: Certificate of Corporate Deposit

This is to certify that the foregoing photocopy of the Certificate of Corporate Deposit (the Chinese-English copy) issued to Jiangsu SOHO International Group Corp. by Bank of China Limited on September 30, 2017 conforms to the original, and that the original document is authentic.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Oct.10, 2017

IV21164528

公 证 书

中华人民共和国江苏省南京市南京公证处



单位存款证明

CERTIFICATE OF CORPORATE DEPOSIT

编号: A 0861010
No.

致: 江苏苏豪丝绸有限公司 (单位名) 的要求, 我行证
明: 江苏苏豪丝绸有限公司 (单位名) 在我行的存款账户

☒ 截止至 2017 年 09 月 29 日有如下余额:

☐ 从 年 月 日到 年 月 日期间每日余额均不低于:

To: _____

Requested by _____ (corporate name), we hereby certify that
_____ (corporate name) has maintained account(s) with our bank, and

☐ up to _____ (YYYY/MM/DD), available credit balances are as follows:

☐ from _____ (YYYY/MM/DD) to _____ (YYYY/MM/DD), available
credit balances are no lower than:

账号 Account No.	货币/金额 (小写) Amount in Figures	货币/金额 (大写) Amount in Words	是否已质押 或被冻结? If it has been pledged or frozen?
496258228762	CNY177,002.59	CNY壹拾柒万柒仟零贰元伍角玖分	NO
合计金额 (大写): 壹拾柒万柒仟零贰元伍角玖分 Total Amount in Words:			

此存款证明不作为质押、担保之用, 由此引起的后果, 我行不负任何责任。本证明不得进行任何涂改, 涂改后的证明无效。

This certificate is not permitted to be used as guarantee or pledge in any purpose. We do not hold any liability for the consequences involved thereby. This certificate cannot be modified or altered. If modified or altered, it will lose validity automatically.

中国银行股份有限公司 _____ 分行

Bank of China Limited _____ Branch

(盖章)

(SEAL)



2017 年 09 月 30 日

YYYY MM DD

公 证 书

(2017)宁南证经外字第1369号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：单位存款证明

兹证明中国银行股份有限公司于二〇一七年九月三十日出
具给江苏苏豪丝绸有限公司的《单位存款证明》（中英文本）
原件与前面的影印件相符，原件属实。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年十月十日



I V21164531

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1369

Applicant: Jiangsu SOHO Silk Co., Ltd., Address: Room 401, 4/F,
Tower A, SOHO International Plaza, No. 48, Ningnan Avenue,
Yuhuatai District, Nanjing City, Legal Representative: Xu Yuxiang,
male, born on November 8, 1965, Citizen ID No.
32010319651108053X.

Issue under notarization: Certificate of Corporate Deposit

This is to certify that the foregoing photocopy of the Certificate of
Corporate Deposit (the Chinese-English copy) issued to Jiangsu
SOHO Silk Co., Ltd. by Bank of China Limited on September 30,
2017 conforms to the original, and that the original document is
authentic.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Oct.10, 2017

IV21164532

3 Audit

公 证 书

中华人民共和国山东省临沂市兰山公证处

myoik

郯城雷诺服装有限公司

审计报告

鲁舜兴会审字[2017]第 M3108 号

山东舜兴会计师事务所

审 计 报 告

鲁舜兴会审字[2017]第 M3108 号

郯城雷诺服装有限公司：

我们审计了后附的郯城雷诺服装有限公司财务报表，包括 2015 年 12 月 31 日资产负债表、2015 年 12 月的利润表和 2015 年 12 月的现金流量表以及会计报表附注。

一、管理层对财务报表的责任

按照企业会计准则和《小企业会计制度》的规定编制财务报表是郯城雷诺服装有限公司管理层的责任。这种责任包括：

(1) 设计、实施和维护与财务报表编制相关的内部控制，以使财务报表不存在由于舞弊或错误而导致的重大错报

(2) 选择和运用恰当的会计政策

(3) 作出合理的会计估计。

二、注册会计师的责任

我们的责任是在实施审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守职业道德规范，计划和实施审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序，以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断，包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时，我们考虑与财务报表编制相关的内部控制，以设计恰当的审计程序，但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性，以及评价财务报表的总体列报。

我们相信，我们获取的审计证据是充分、适当的，为发表审计意见提供了基础。

三、审计意见

我们认为郯城雷诺服装有限公司财务报表已经按照企业会计准则和《小企业会计制度》的规定编制，在所有重大方面公允反映了郯城雷诺服装有限公司 2015 年 12 月 31 日的财务状况以及 2015 年 12 月的经营成果和现金流量情况。

此页无正文。

- 附件：1、资产负债表
2、利润表
3、现金流量表
4、会计报表附注

山东舜兴会计师事务所

济南市历下区花园路 213 号
历下软件产业园 A 座 C301 室

中国注册会计师：



中国注册会计师：



2017 年 08 月 23 日

编制单位: 郾城雷诺服装有限公司

2015年12月31日

年初数

行次

资产

行次

期末数

负债及所有者权益

年初数

行次



流动资产:				流动负债:			
货币资金	1	109,270.29	6,636.38	短期借款	68		
短期投资	2			应付票据	69		
应收票据	3			应付账款	70		
应收股利	4			预收账款	71	0.00	434,157.80
应收利息	5			应付工资	72	273,200.00	0.00
应收账款	6			应付福利费	73		
其他应收款	7			应付股利	74		
预付账款	8			应交税金	75	231,609.02	-563.72
应收补贴款	9			其他应付款	80		
存货	10	0.00	69,043.50	其他应付款	81	763,000.00	873,000.00
待摊费用	11			预提费用	82		
一年内到期的长期债券投资	21			预计负债	83		
其他流动资产	24			一年内到期的长期负债	86		
				其他流动负债	90		
流动资产合计	31	109,270.29	75,679.88	流动负债合计	100	1,267,809.02	1,306,594.08
长期投资:				长期负债:			
长期股权投资	32			长期借款	101		
长期债权投资	34			应付债券	102		
长期投资合计	38			长期应付款	103		
固定资产:				专项应付款	106		
固定资产原价	39	1,494,078.67	1,585,059.90	其他长期负债	108		0.00
减:累计折旧	40			长期负债合计	110	0.00	
固定资产净值	41	1,494,078.67	1,585,059.90	递延税项:			
减:固定资产减值准备	42			递延所得税贷项	111		
固定资产净额	43	1,494,078.67	1,585,059.90	负债总计	114	1,267,809.02	1,306,594.08
工程物资	44			少数股东权益			
在建工程	45						
固定资产清理	46			所有者权益(或股东权益):			
固定资产合计	50	1,494,078.67	1,585,059.90	实收资本(或股本)	115	300,000.00	300,000.00
无形资产及其他资产:				减:已归还投资	116		
无形资产	51			实收资本(或股本)净额	117	300,000.00	300,000.00
其他长期资产	52			资本公积	118		
长期待摊费用	53			盈余公积	119		
无形资产及其他资产合计	60	0.00	0.00	其中:法定公益金	120		
递延税项:				未分配利润	121	35,539.94	54,145.70
递延税款借项	61			所有者权益(或股东权益)合计	122	335,539.94	354,145.70
资产总计	67	1,603,348.96	1,660,739.78	负债和所有者权益(或股东权益)总计	135	1,603,348.96	1,660,739.78

利润及利润分配表

编制单位：郟城雷诺服装有限公司

2015年12月

会企02表

单位：元

项 目	行次	本年累计数	本月数
一、主营业务收入	1	26,186,593.48	202,740.76
减：主营业务成本	2	25,661,143.87	192,013.28
主营业务税金及附加	3	235,947.26	37,199.36
二、主营业务利润（亏损以“-”号填列）	4	289,502.35	-26,471.85
加：其他业务利润（亏损以“-”号填列）	5		
减：营业费用	6	6,380.28	
管理费用	7	257,653.28	683.20
财务费用	8		
三、营业利润（亏损以“-”号填列）	9	25,468.79	-27,155.05
加：投资收益（损失以“-”号填列）	10		
补贴收入	11		
营业外收入	12		
减：营业外支出	13		
四、利润总额（亏损以“-”号填列）	14	25,468.79	-27,155.05
减：所得税	15	6,863.03	
少数股东权益	16		
五、净利润（亏损以“-”号填列）	17	18,605.76	-27,155.05
加：年初未分配利润	18		
其他转入	19		
六、可供分配的利润	20		
减：提取法定盈余公积	21		
提取法定公益金	22		
提取职工奖励及福利基金	23		
提取储备基金	24		
提取企业发展基金	25		
利润归还投资	26		
七、可供投资者分配的利润	27		
减：应付优先股股利	28		
提取任意盈余公积	29		
应付普通股股利	30		
转作资本（或股本）的普通股股利	31		
八、未分配利润	32		

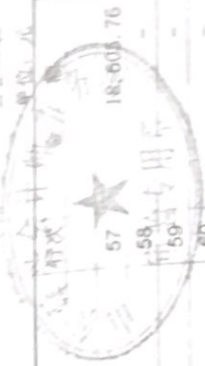
补充资料：

项 目	行次	本年累计数	上年同期数
1、出售、处置部门或被投资单位所得收益	1		
2、自然灾害发生的损失	2		
3、会计政策变更增加（或减少）利润总额	3		
4、会计估计变更增加（或减少）利润总额	4		
5、债务重组损失	5		
6、其他	6		

编制单位：鄂城雷诺服装有限公司

2015 年度

项 目	行次	金 额	补充资料
一、经营活动产生的现金流量：			1、将净利润调节为经营活动现金流量：
销售商品、提供劳务收到的现金	1	31,072,472.17	净利润
收到的税费返还	3	-	加：计提的资产减值准备
收到的其他与经营活动有关的现金	8	-170,063.03	固定资产折旧
现金流入小计	9	30,902,409.14	无形资产摊销
购买商品、接受劳务支付的现金	10	30,104,319.22	长期待摊费用摊销
支付给职工以及为职工支付的现金	12	-	待摊费用减少（减：增加）
支付的各项税费	13	545,709.04	预提费用增加（减：减少）
支付的其他与经营活动有关的现金	18	264,033.56	处置固定资产、无形资产和其他长期资产的损失（减：收益）
现金流出小计	20	30,914,061.82	固定资产报废损失
经营活动产生的现金流量净额	21	-11,652.68	财务费用
二、投资活动产生的现金流量：			投资损失（减：收益）
收回投资所收到的现金	22	-	递延和款贷项（减：借项）
取得投资收益所收到的现金	23	-	存货的减少（减：增加）
处置固定资产、无形资产和其他长期资产所收回的现金净额	25	-	经营性应收项目的减少（减：增加）
收到的其他与投资活动有关的现金	28	-	经营性应付项目的增加（减：减少）
现金流入小计	29	-	其他
购建固定资产、无形资产和其他长期资产所支付的现金	30	90,981.23	经营活动产生的现金流量净额
投资所支付的现金	31	-	
支付的其他与投资活动有关的现金	35	-	
现金流出小计	36	90,981.23	
投资活动产生的现金流量净额	37	-90,981.23	2、不涉及现金收支的投资和筹资活动：
三、筹资活动产生的现金流量：			债务转为资本
吸收投资所收到的现金	38	-	一年内到期的可转换公司债券
借款所收到的现金	40	-	融资租入固定资产
收到的其他与筹资活动有关的现金	43	-	
现金流入小计	44	-	
偿还债务所支付的现金	45	-	
分配股利、利润或偿付利息所支付的现金	46	-	3、现金及现金等价物净增加情况：
支付的其他与筹资活动有关的现金	52	-	现金的期末余额
现金流出小计	53	-	减：现金的期初余额
筹资活动产生的现金流量净额	54	-	加：现金等价物的期末余额
四、汇率变动对现金的影响	55	-	减：现金等价物的期初余额
五、现金及现金等价物净增加额	56	-102,633.91	现金及现金等价物净增加额

会计03表
单位：元

57 18,603.76

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71 -69,043.50

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73 38,785.06

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75 -11,652.68

会计报表附注

一、企业概况

鄞城雷诺服装有限公司位于山东省临沂市鄞城县红花镇驻地，于2011年01月12日经鄞城县工商行政管理局批准成立，并发放注册号为91371322567748159E的营业执照，公司法定代表人：张照月，经营范围：服装加工销售（依法须经批准的项目，经相关部门批准后方可开展经营活动）。

二、主要会计政策

（一）会计制度：

本单位执行小企业会计制度及有关规定。

（二）会计年度：

自公历1月1日至12月31日。

（三）记账本位币：

采用人民币为记账本位币。

（四）外币业务核算方法：

发生的外币业务，采用发生时的中国人民银行公布的市场汇价（中间价）折合人民币记账，对各种外币账户的外币期末余额，按期末市场汇价（中间价）进行调整，发生的差额，与购建固定资产有关的且在其达到预定可使用状态前的，计入有关固定资产的构建成本；与购建固定资产无关的属于筹建期间的计入长期待摊费用，属于生产经营期间的计入当期财务费用。

（五）记账原则和计价基础：以权责发生制为记账原则，以实际成本为计价基础。由于受审计条件限制，未能履行对贵公司的债权债务实施函证等审计程序。

（六）存货核算：存货包括原材料、在产品、自制在产品、包装物、低值易耗品、外购商品、协作件。存货的数量盘存方法采用永续盘存制。存货以实际成本计价，发出存货按实际成本计算确定，低值易耗品采用分期摊销法核算。存货在年末按成本与可变现净值孰低计量，对存货可变现净值低一成本按差额计提存货跌价准备。存货跌价准备按单个存货项目的成本与可变现净值计量。

（七）固定资产折旧方法：采用直线法计提折旧，并按固定资产的类别、原值、预计使用年限和预计残值计算确定其折旧额。

（八）收入的确认原则：

商品销售：以商品已经发出，商品所有权转移买方，收到货款或取得收取货款的证据

时，作为营业收入实现。

劳务收入：以劳务已经提供，收到价款，或取得收取款项的证据时，作为劳务收入实现。

(九) 所得税的会计处理方法：

本公司根据会计报表所列的税前利润或亏损金额，经就不须缴纳或不得用以扣减企业所得税的收入及支出项目作出调整后，计算应纳税所得额。

本公司的企业所得税会计处理采用应付税款法。

(十) 税种及使用税率：

(1) 增值税按核定税率征收。

(2) 城建税、教育费附加、地方教育费附加、地方水利建设基金分别按流转税额的 7%、3%、2%、1%计缴。

(3) 所得税税率 25%。

三、会计报表有关项目注释（金额单位：人民币）

(一) 资产负债表部分

1、货币资金

项 目	年初余额	年末余额
现金	12919.09	6636.38
银行存款	96351.20	0.00
合 计	109270.29	6636.38

2、存货

项 目	年初余额	年末余额
库存商品	0.00	69043.50
合 计	0.00	69043.50

3、固定资产

项 目	年初余额	本年增加数	本年减少数	年末余额
原值	1494078.67			1585059.90
累计折旧	0.00			0.00
净 值	1494078.67			1585059.90

4、预收账款

项 目	年初余额	年末余额
预收账款	0.00	434157.80

公 证 书

中华人民共和国山东省临沂市兰山公证处

郟城雷诺服装有限公司

董事会决议

郟城雷诺服装有限公司同意出资 30 万美金参与缅甸投资新设服装厂。新设企业注册资本为 150 万美金，出资比例如下：江苏苏豪丝绸有限公司出资 76.5 万美金，持股比例 51%；江苏苏豪国际集团股份有限公司出资 43.5 万美金，持股比例 29%；郟城雷诺服装有限公司出资 30 万美金，持股比例 20%。

董事签字：张照月

张照月

2017 年 10 月 11 日

公 证 书

(2017) 临兰山证外字第2333号

申请人：张照月，女，一九八二年十月十八日出生，公民身份号码：371322198210185441，住址：山东省郯城县红花乡黄沟崖村177号。

公证事项：签名

兹证明张照月于二〇一七年十月十一日来到我处，在本公证员的面前，在前面的《郯城雷诺服装有限公司董事会决议》上签名。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增瑞



I V17572291

Tancheng Leinuo Clothing Co., Ltd

Board Resolution

Tancheng Leinuo Clothing Co., Ltd agreed to invest 300,000 US Dollars to participate in setting up a new garment factory in Burma. The registered capital of the newly established company is 1.5 million US Dollars. The ratio of investments is as follows: Jiangsu Soho Silk Co., LTD contributed 765,000 US Dollars with 51% shareholding ratio; Jiangsu Soho International Group Corporation contributed 435,000 US Dollars with 29% shareholding ratio; Tancheng Leinuo Clothing Co., Ltd contributed 300,000 US Dollars with 20% shareholding ratio.

Signature of Board Chairman: Zhang Zhaoyue (signature)

Zhang Zhaoyue

October 11, 2017

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No.2333

Applicant: Zhang Zhaoyue, female, was born on October 18, 1982, ID card NO.: 371322198210185441, address: NO.177 Huanggouya Village, Honghua Rural Area, Tancheng County, Shandong Province.

Issue under notarization: signature

This is to certify that Zhang Zhaoyue came to our office on October 11, 2017 and affixed her signature to the foregoing *Tancheng Leinu Clothing Co., Ltd Board Resolution* in the presence of me, the notary public.

Lanshan Notary Public Office, Linyi City,

Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

October 11, 2017

I V17572287

MOA/A07

公 证 书

中华人民共和国江苏省南京市南京公证处



江苏苏豪丝绸有限公司章程

(2016 年 8 月 31 日修正)

第一章 总 则

第一条 为规范公司组织和行为,保障公司、股东和债权人的合法权益,根据《中华人民共和国公司法》,特制定本章程。

第二条 公司注册名称:中文全称:江苏苏豪丝绸有限公司。

第三条 公司住所:江苏省南京市宁南大道 48 号

第四条 公司经营期限:自公司成立之日起长期。

第五条 股东以其出资额为限对公司承担责任,公司以其全部资产对公司的债务承担责任。

第二章 公司经营范围

第六条 公司经营范围:许可经营项目:许可证经营项目:一般危险化学品:二类压缩气体和液化气体;三类易燃液体;四类易燃固体、自燃物品和遇湿易燃物品;五类氧化剂和有机过氧化物;六类第 1 项毒害品;八类腐蚀品(所有类项不得储存)***

一般经营项目:丝绸等商品的国内贸易,自营和代理各类商品及技术的进出口业务。预包装食品、乳制品(含婴幼儿配方乳粉)的销售。

第三章 注册资本及出资

第七条 公司的注册资本为 2000 万元人民币。



第八条 股东各方的出资额及出资方式:

14

单位: 万元人民币

序号	股东名称	证照号码	出资时间	出资方式	出资额	出资比例
1	江苏苏豪国际集团股份有限公司	32000000006956	2015.07.05	现金	1020	51%
2	朱 毅	320106196210051611	2015.07.05	现金	205.8	10.29%
3	黄天舒	320802196908072054	2015.07.05	现金	60	3.00%
4	管 红	320114196001160942	2015.07.05	现金	55	2.75%
5	孙 峰	320503197011081014	2015.07.05	现金	77.5	3.88%
6	蒋广东	320323197512227098	2015.07.05	现金	78.5	3.93%
7	张小沪	320102196010172472	2015.07.05	现金	65.9	3.30%
8	周子强	320103196310030536	2015.07.05	现金	61.9	3.10%
9	陈 盼	320102197408113215	2015.07.05	现金	54.4	2.72%
10	秦广辉	320103196209282039	2015.07.05	现金	58.6	2.93%
11	倪 明	320104195805020016	2015.07.05	现金	35.9	1.80%
12	郭 鹏	320503196504062511	2015.07.05	现金	35.9	1.80%
13	周 丰	320106196203122821	2015.07.05	现金	58.2	2.91%
14	马长运	372923197401125332	2015.07.05	现金	31.8	1.59%
15	范 凯	320103197905071016	2015.07.05	现金	9.9	0.50%
16	宋 默	320102197310270415	2015.07.05	现金	26.5	1.33%
17	梁晓兵	320106196807141273	2015.07.05	现金	22.2	1.11%
18	刘 业	320107197911193410	2015.07.05	现金	14	0.70%
19	李一唯	320106195508160832	2015.07.05	现金	15	0.75%
20	顾培芬	320105195401041626	2015.07.05	现金	10	0.50%
21	刘美荣	320105195212191625	2015.07.05	现金	3	0.15%
合计					2000	100.00%

第九条 公司将根据出资情况,在公司设立后,据实建立股东名册,作为记录股东出资的依据和书面凭证。股东名册将载明下列事项:

- (1) 股东姓名或名称、住所、出资金额;
- (2) 出资变动情况、当事双方签字;
- (3) 法定代表人签名、公司盖章。

第十条 股东已缴纳的出资可以转让。股东之间可以相互转让其全部或者部分出资。股东向股东以外的人转让出资时,应经其他过半数同



意。不同意转让的股东，应当购买该转让的出资；如果不够买，视为同意转让。经股东同意的转让，其他股东在同等条件下对拟转让的出资有优先购买权。

第十一条 股东依法转让其出资后，应依法向工商登记部门办理变更登记。

第十二条 股东不按章程第八条的规定缴纳所认缴的出资，应当向已足额缴纳出资的股东承担违约责任。

第四章 股东的权利和义务

第十三条 股东享有下列权利：

- (一) 股东有权出席股东会议，按照出资比例行使表决权；
- (二) 股东有权选举公司非由职工代表担任的董事和监事，同时享有被选举权；
- (三) 股东有权查阅股东会议记录和公司财务会议报告；
- (四) 在公司新增资本时，股东可优先认缴出资；
- (五) 股东之间可以相互转让其部分出资；
- (六) 股东有权按照出资比例分取红利；
- (七) 股东有权按照自己所持公司出资比例要求公司清算组分配公司清偿债务后的剩余财产。

第十四条 股东应承担的义务：

- (一) 遵守公司章程；
- (二) 按时足额缴纳出资额；
- (三) 在公司登记后不得抽回出资。



第五章 股东会

第十五条 股东会由全体股东组成，股东会是公司的最高权力机构。

第十六条 股东会行使下列职权：

- (一) 决定公司的经营方针和投资计划；
- (二) 选举和更换董事，决定有关董事的报酬事项；
- (三) 选举和更换由股东代表出任的监事，决定有关监事的报酬事项；
- (四) 审议批准董事会的报告；
- (五) 审议批准监事会的报告；
- (六) 审议批准公司的年度财务预算方案、决算方案；
- (七) 审议批准公司的利润分配和弥补亏损方案；
- (八) 对公司增加或减少注册资本作出决议；
- (九) 对发行公司债券作出决议；
- (十) 对股东向其他股东或股东以外的人转让出资作出决议；
- (十一) 对公司合并、分立、变更公司形式、解散和清算等事项作出决议；
- (十二) 修改公司章程。

第十七条 股东会会议决议，必须经代表三分之二以上表决权的股东同意，方可作出。但以下事项，必须经代表四分之三以上表决权的股东同意，方可作出：

- (一) 公司增加或减少注册资本作出决议；
- (二) 对发行公司债券作出决议；



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(三) 对公司合并、分立、变更公司形式、解散和清算等事项作出决议;

(四) 修改公司章程;

(五) 审议批准公司的利润分配和弥补亏损方案;

(六) 对股东向其他股东或股东以外的人转让出资作出决议。

第十八条 股东会会议由董事长召集和主持, 董事长因特殊原因不能履行职务时, 由董事长指定副董事长或其它董事主持。股东会每年至少召开一次, 代表十分之一以上表决权的股东、三分之一以上董事或者监事可以提议召开临时股东会。

第十九条 股东因故不能参加股东会议时, 可委托代表出席会议并投票。委托时, 应出具委托书。

第二十条 召开股东会会议, 应当于会议召开十五日以前以书面形式通知全体股东。股东会应对所议事项的决定作成会议记录, 出席会议的股东应当在会议记录上签名。

第六章 董事会

第二十一条 公司设董事会, 董事会对股东会负责。

第二十二条 董事会行使下列职权:

(一) 负责召开股东会, 并向股东会报告工作;

(二) 执行股东会的决议;

(三) 选举董事长、副董事长;

(四) 决定公司的经营计划和投资方案;

(五) 制定公司的年度财务预算方案、决算方案;



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- (六) 制定公司的利润分配方案和弥补亏损方案;
 - (七) 制定公司的增加或者减少注册资本的方案;
 - (八) 拟定公司合并、分立、变更公司形式、解散、清算的方案;
 - (九) 决定公司机构设置;
 - (十) 聘任或解聘公司总经理、根据总经理提名,聘任或解聘公司副总经理、财务负责人,决定其报酬事项;
 - (十一) 制定公司的基本管理制度;
 - (十二) 拟订公司的章程修改方案。

第二十三条 董事会由5名董事组成,设董事长1人。其中江苏苏豪国际集团股份有限公司委派3名董事,自然人股东共同派2名董事;董事长、副董事长由董事会选举产生。董事长、董事任期三年,每届任期届满,可以连选连任,在其任职届满前,股东会不得无故解除其职务。

第二十四条 董事长为公司的法定代表人,行使下列职权:

- (一) 主持股东会,召集、主持董事会;
- (二) 领导董事会工作,检查董事会决议实施情况;
- (三) 行使法定代表人的权利;
- (四) 因特殊原因不能履行职务时,指定董事代为履行;
- (五) 在发生不可抗力的重大事件时,可行使特别裁决权,但必须符合公司利益,事后应及时向董事会报告。

第二十五条 董事会会议每年至少召开两次,董事会由董事长主持。董事长因故不能履行职务召开董事会会议,由董事会指定其他董事主持。召开董事会会议,应当于召开十日前以书面形式通知全体董事。三分之一以上董事可以提议召开董事会会议。



第二十六条 董事会实行1人1票制，董事会至少有三分之二董事出席方为有效。董事会决议需经三分之二以上董事同意方可作出。

第二十七条 董事因故不能出席董事会议时，可以书面委托其他董事代为出席董事会议，委托书中应载明授权范围。

第二十八条 董事会应当对所议事项的决定作出会议记录，出席会议的董事应当在会议记录上签名。

第二十九条 公司设总经理一人，总经理列席董事会会议。

第三十条 总经理行使下列职权：

- (一) 主持公司的生产经营管理工作，组织实施股东会、董事会决议；
- (二) 组织实施公司年度经营计划和投资方案；
- (三) 拟定公司内部管理机构设置方案；
- (四) 拟订公司的基本管理制度及公司的具体规章制度；
- (五) 提出公司年度财务预、决算方案和利润分配方案；
- (六) 决定公司副总经理以下(不含副总经理、其他高级管理人员)职工的奖励和处分；
- (七) 列席董事会议并可对董事会决议要求复议一次；
- (八) 提请聘任或解聘公司副总经理、财务负责人等管理人员；
- (九) 聘任或解聘除由董事会聘任或解聘以外的其他管理人员；
- (十) 公司章程和董事会授予的其它职权。

第三十一条 董事、总经理应遵守《公司法》第五十九条至第六十三条的规定。

第七章 监事会

第三十二条 公司设监事会，由 3 人组成，其中公司职工代表 1 人，由职工代表大会选举产生；江苏苏豪国际集团股份有限公司委派 1 名监事，自然人股东共同派 1 名监事，每届任期三年，监事任期届满，可连选连任。监事可列席董事会会议。公司设监事会主席一人，由监事会选举产生。

第三十三条 监事会行使下列职权：

- (一) 选举监事会主席；
- (二) 检查公司财务；
- (三) 对董事、总经理、副总经理执行公司职务时违反法律、法规或者公司章程的行为进行监督；
- (四) 维护股东、职工的合法权益；当董事和总经理、副总经理的行为损害公司利益时，要求董事和总经理、副总经理予以纠正；
- (五) 必要时提议召开临时股东会。

第三十四条 监事会决议必须经三分之二以上监事同意方可作出。

第三十五条 监事会行使职权时可以委托律师、注册会计师等专业人员协助，聘任费用由公司承担。

第三十六条 监事不履行监督义务，致使公司遭受重大经济损失的，股东会有权罢免其职务。

第三十七条 监事应当遵守《公司法》第五十九条、第六十二条、第六十三条的规定。

第八章 公司财务及利润分配

第三十八条 公司应当依照法律、行政法规和国务院财政主管部门



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的规定建立公司财务、会计制度。

第三十九条 公司会计年度为公历元月一日至十二月三十一日。公司应当在每一会计年度结束后 90 日内将财务会计报告送交各股东。财务会计报告应依法进行审查验证。

第四十条 公司分配当年税后利润，应当提取税后利润的 10% 列入公司法定公积金。

第四十一条 公司法定公积金累计额为公司注册资本的 50% 以上时不再提取。公司的法定公积金不足以弥补上一年度亏损时，应当先用当年利润弥补亏损。公司在从税后利润中提取法定公积金后，经股东会决议，可以提取任意公积金，公司成立后的前五年内不提取任意公积金。公司弥补亏损和提取公积金后所余利润，按照股东的出资比例进行分配，其中以现金形式的利润分配不低于当年可分配利润的 50%。

第四十二条 公司的公积金用于弥补公司亏损、扩大公司的生产经营或转为增加公司注册资本，但法定公积金转为资本时，留存的公积金不得少于注册资本的 25%。

第九章 劳动管理、工资福利及社会保险

第四十三条 公司遵守国家有关劳动人事制度，对员工实行聘用合同制。

第四十四条 公司在执行国家颁布的有关职工工资、福利、安全、生产以及劳动保护、劳动保险等涉及职工切身利益的问题时，应当事先听取公司工会和职工的意见，并邀请工会或者职工代表列席有关会议。



第十章 公司的解散事由与清算方法

第四十五条 当营业期需要延长时，由股东大会在营业期限届满前六个月作出决议，向原登记机关申请变更登记，办理注册手续。

第四十六条 公司有下列情况之一的应解散：

- (一) 本章程第四条规定的经营期限届满；
- (二) 股东会议决议解散；
- (三) 因公司合并或分立需要解散；
- (四) 公司因不能清偿到期债务，被依法宣告破产；
- (五) 公司违反法律、行政法规被依法责令关闭。

第四十七条 公司依照前条第(一)、(二)、(三)项规定解散的，应当在决定后十五日内由股东组成清算组进行清算；公司依照前条第(四)项解散的，由人民法院组织股东、有关机关及有关专业人员成立清算组进行清算；公司依照前条第(五)项解散的，由有关主管机关组织股东、有关机关及有关人员成立清算组进行清算。

第四十八条 清算组在清算期间行使下列职权：

- (一) 清理公司财产，分别编制资产负债表和财产清单；
- (二) 拟定清算方案，报股东会或有关主管机关确认；
- (三) 自成立之日起十日内通知债权人，并于六十日內在报纸上至少公告三次；
- (四) 处理与清算公司未了结的业务；
- (五) 清缴所欠税款；
- (六) 清理公司的债权、债务；
- (七) 处理公司清偿债务后的剩余财产；

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(八) 代表公司参与民事诉讼活动;

(九) 发现公司财产不足清偿债务时, 向人民法院申请宣告破产, 并按《破产法》及法律处理有关事宜。

第四十九条 公司财产能够清偿公司债务的, 清算组按下列顺序清偿;

(一) 支付清算费用;

(二) 职工工资和劳动保险费用;

(三) 缴纳所欠税款;

(四) 清偿公司债务;

(五) 公司财产按前款规定清偿后的剩余财产, 按照股东的出资比例分配。

第五十条 清算结束后, 清算组应当制作清算报告, 报股东会确认, 并在清算结束之日起 30 内报送公司登记机关, 申请注销公司登记, 公告公司终止。

第十一章 其他事项

第五十一条 公司职工依法组织工会, 开展工会活动, 维护职工的合法权益。公司为公司工会提供必要的活动条件。

第五十二条 公司研究决定生产经营的重大问题, 制定重要的规章制度时应当听取公司工会和职工的意见和建议, 并邀请工会或职工代表列席有关会议。

第五十三条 公司中中国共产党基层组织的活动, 依照中国共产党章程办理。

第五十四条 公司章程的修改、变更须经公司股东会批准后生效。

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公司的合并、分立、增减资本，均由公司股东会决定，并依法公告，通知债权人办理有关事宜。公司章程的修改、变更、合并、分立和增减资本均依法向公司登记机关办理变更手续。公司的董事、监事、总经理发生登记变动后，应向原公司登记机关备案。

第十二章 附 则

第五十五条 本章程由公司董事会负责解释。

第五十六条 本章程如与国家法律、法规相抵触的，按国家法律、法规执行。

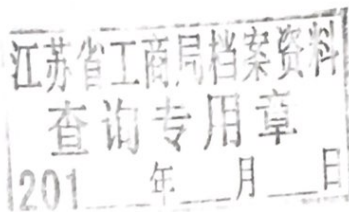
第五十七条 本章程及公司登记事项以登记机关核实的内容为准。

第五十八条 本章程经全体股东一致同意并签名、盖章有效。

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(此页无正文, 仅供江苏苏豪丝绸有限公司章程签字盖章用)

股东及股东代表签字 (盖章):



自然人股东签字:

朱毅 	黄天舒 	管红 	孙峰
蒋广东 	张小沪 	周子强 	陈盼
秦广辉 	倪明 	郭鹏 	周丰
马长运 	范凯 	宋默 	梁晓兵
刘业 	李一唯 	顾培芬 	刘美荣

2016年8月31日于南京

Articles of Association of Jiangsu SOHO Silk Co., Ltd.

(Amended on August 31, 2016)

Chapter 1 General Provisions

Article 1 In accordance with *Company Law of the People's Republic of China*, the Articles of Association has been formulated in order to regulate the Company's organization and conducts, and to protect lawful rights and interests of the Company, Company shareholders and creditors.

Article 2 Registered Company name: Jiangsu SOHO Silk Co., Ltd.

Article 3 Company domicile: No. 48, Ningnan Avenue, Nanjing City, Jiangsu Province

Article 4 Company business term: the business term is permanent.

Article 5 Shareholders are responsible to the Company to the extent of their investment amounts. The company is responsible for its debts with all assets of the Company.

Chapter 2 Business Scope of the Company

Article 6 Business scope of the Company: permitted business items: general hazardous chemicals: Category II compressed gas and liquefied gas; Category III combustible liquid; Category IV combustible solid, spontaneous combustion articles and articles combustible in wet conditions; Category V oxidant and organic peroxide; Category VI (1) toxic and hazardous articles; Category VIII corrosive (all items must not be stored)***.

General business items: domestic trade of silk and other commodities; import and export of various commodities and technologies on its own or as an agent; sales of pre-packaged food and dairy products (including formula milk powder for infants).

Chapter 3 Registered Capital and Investment

Article 7 The Company's registered capital is RMB20,000,000.

Article 8 Investment amounts and investment forms of shareholders:

Currency unit: RMB Ten thousand yuan

No.	Name of shareholder	Certificate No.	Investment date	Investment form	Investment amount	Investment proportion
1	Jiangsu SOHO International Group Corp.	320000000006956	2015.07.05	Cash	1020	51%
2	Zhu Yi	320106196210051611	2015.07.05	Cash	205.8	10.29%
3	Huang Tianshu	320802196908072054	2015.07.05	Cash	60	3.00%
4	Guan Hong	320114196001160942	2015.07.05	Cash	55	2.75%
5	Sun Feng	320503197011081014	2015.07.05	Cash	77.5	3.88%
6	Jiang Guangdong	320323197512227098	2015.07.05	Cash	78.5	3.93%
7	Zhang Xiaohu	320102196010172472	2015.07.05	Cash	65.9	3.30%
8	Zhou Ziqiang	320103196310030536	2015.07.05	Cash	61.9	3.10%

9	Chen Pan	320102197408113215	2015.07.05	Cash	54.4	2.72%
10	Qin Guanghui	320103196209282039	2015.07.05	Cash	58.6	2.93%
11	Ni Ming	320104195805020016	2015.07.05	Cash	35.9	1.80%
12	Guo Peng	320503196504062511	2015.07.05	Cash	35.9	1.80%
13	Zhou Feng	320106196203122821	2015.07.05	Cash	58.2	2.91%
14	Ma Changyun	372923197401125332	2015.07.05	Cash	31.8	1.59%
15	Fan Kai	320103197905071016	2015.07.05	Cash	9.9	0.50%
16	Song Mo	320102197310270415	2015.07.05	Cash	26.5	1.33%
17	Liang Xiaobing	320106196807141273	2015.07.05	Cash	22.2	1.11%
18	Liu Ye	320107197911193410	2015.07.05	Cash	14	0.70%
19	Li Yiwei	320106195508160832	2015.07.05	Cash	15	0.75%
20	Gu Peifen	320105195401041626	2015.07.05	Cash	10	0.50%
21	Liu Meirong	320105195212191625	2015.07.05	Cash	3	0.15%
Total					2000	100.00%

Article 9 Upon establishment, the Company will establish a shareholders' register in accordance with investment. The shareholders' register serves as evidence and written voucher of shareholders' investments, and indicates the following items:

- (1) Name or title, domicile, and investment amount of shareholder;
- (2) Alteration to investment and signatures of the two parties concerned;
- (3) Signature of legal representative and seal of the Company.

Article 10 Shareholders can transfer investments made. Shareholders can transfer all or a part of investments among themselves. Shareholders can transfer investments to non-shareholders only if approved by majority shareholders. Shareholders who disapprove the transfer shall purchase the investments on transfer; otherwise, it will be deemed as approval for investments transfer. Under the same conditions, other shareholders enjoy preemptive right to purchase investments approved to be transferred.

Article 11 After transferring investments, relevant shareholders must duly handle alteration registration with administration for industry and commerce.

Article 12 Shareholders who do not make investments subscribed in accordance with Article 8 of the Articles of Association shall assume breach liabilities toward shareholders who have fully made investments.

Chapter 4 Rights and Obligations of Shareholders

Article 13 Shareholders exercise the following rights:

- (1) To attend the meeting of the Board of Shareholders, and exercise voting rights in proportion to investments;
- (2) To elect non-employee directors and supervisors of the Company while enjoying the right to be elected;
- (3) To check minutes of the meeting of the Board of Shareholders and financial meeting reports of the Company;
- (4) To enjoy preemptive right in subscribing newly-added capital of the Company;

- (5) To transfer a part of investments among themselves;
- (6) To receive dividend in proportion to investment;
- (7) To request liquidation group to distribute residual property of the Company in proportion to proportion of investments held by them after debt settlement.

Article 14 Shareholders shall perform the following obligations:

- (1) To abide by the Articles of Association;
- (2) To timely and fully make investments subscribed;
- (3) Not to withdraw investments once the Company is registered.

Chapter 5 Board of Shareholders

Article 15 The Board of Shareholders is the highest authority organ of the Company comprising all shareholders.

Article 16 The Board of Shareholders exercises the following functions and powers:

- (1) To decide on the Company's operational guidelines and investment plans;
- (2) To elect and replace directors, and to determine their remunerations;
- (3) To elect and replace shareholder supervisors, and to determine their remunerations;
- (4) To deliberate on and approve report of the Board of Directors;
- (5) To deliberate on and approve report of the Board of Supervisors;
- (6) To deliberate on and approve annual financial budget plan and final accounting plan of the Company;
- (7) To deliberate on and approve profit distribution plan and loss recovery plan of the Company;
- (8) To make resolutions on increase or decrease in the Company's registered capital;
- (9) To make resolutions on bond issuing by the Company;
- (10) To make resolutions on investment transfer among shareholders and from shareholders to non-shareholders;
- (11) To make resolutions on the merger, division, transformation, dissolution and liquidation of the Company;
- (12) To amend the Company's Articles of Association.

Article 17 Resolutions can be adopted at the meeting of the Board of Shareholders only if more than 2/3 of all voting shareholders approve the resolutions. However, the following resolutions can be adopted only if more than 3/4 of all voting shareholders approve the resolutions:

- (1) Resolution on increase or decrease in registered capital of the Company;
- (2) Resolution on Company bond issuance;
- (3) Resolution on the merger, division, transformation, dissolution and liquidation of the Company;

- (4) Amending the Company's Articles of Association;
- (5) Deliberation on and approval for profit distribution plan and loss recovery plan of the Company;
- (6) Resolution on investment transfer among shareholders and from shareholders to non-shareholders.

Article 18 The meeting of the Board of Shareholders is convened and presided over by the Chairman of the Board of Directors. Where the Chairman of the Board of Directors is unable to fulfill the duties, the Chairman of the Board of Directors shall designate the Vice Chairman of the Board of Directors or another director to preside over the meeting. The meeting of the Board of Shareholders is held at least once a year. The interim meeting of the Board of Shareholders must be held if proposed by shareholders representing more than 1/10 of voting rights or by more than 1/3 of all directors or the supervisor.

Article 19 Shareholders who cannot attend the meeting of the Board of Shareholders can entrust agents to attend the meeting and cast votes. The entrustment must be in the form of a written power of attorney.

Article 20 To convene the meeting of the Board of Shareholders, all shareholders must be notified in written form 15 days prior to the meeting. The Board of Shareholders shall enter decisions on matters discussed into meeting minutes, and attendee shareholders shall sign the minutes.

Chapter 6 Board of Directors

Article 21 The Company sets the Board of Directors which is responsible to the Board of Shareholders.

Article 22 The Board of Directors exercises the following functions and powers:

- (1) To be responsible for convening the meeting of the Board of Shareholders and reporting work to the Board of Shareholders;
- (2) To implement resolutions of the Board of Shareholders;
- (3) To elect Chairman of the Board of Directors and Vice Chairman of the Board of Directors;
- (4) To decide on the Company's operational guidelines and investment plans;
- (5) To work out annual financial budget plan and final accounting plan of the Company;
- (6) To work out profit distribution plan and loss recovery plan of the Company;
- (7) To work out plan for increasing or decreasing the Company's registered capital;
- (8) To draft the plan for Company merger, division, transformation, dissolution and liquidation;
- (9) To decide on the setting of Company organs;
- (10) To employ or dismiss the Company's general manager, to employ or dismiss the Company's deputy general manager and financial chief, and to decide on their remunerations at the proposal of the general manager;
- (11) To work out the basic management system of the Company;
- (12) To draft the plan for amending the Articles of Association.

Article 23 The Board of Directors comprises five directors and has one Chairman of the Board of Directors. Three of the directors are designated by Jiangsu SOHO International Group Corp., and two directors are jointly designated by natural person shareholders. Chairman of the Board of Directors and Vice Chairman of the Board of

Directors are elected by the Board of Directors. Term of office of Chairman of the Board of Directors and directors three years. The chairman and directors may, if reelected upon expiration of the term of office, serve consecutive terms. The Board of Shareholders shall not discharge the chairman or directors from duty without proper reasons prior to expiration of the term of office.

Article 24 The Chairman of the Board of Directors serves as the Company's legal representative, and exercises the following functions and powers:

- (1) To preside over the meeting of the Board of Shareholders, and to convene and preside over the meeting of the Board of Directors;
- (2) To take charge of work of the Board of Directors, and to check implementation of resolutions of the Board of Directors;
- (3) To exercise rights of the legal representative;
- (4) To designate a director to perform functions and powers on behalf of the chairman when the chairman cannot perform the functions and powers for special reasons;
- (5) To exercise special decision right in the event of significant force majeure, provided that the exercise of right is in the Company's interests, and that the Chairman of the Board of Directors timely reports to the Board of Directors after the event.

Article 25 The meeting of the Board of Directors is held at least twice a year. The meeting of the Board of Directors is presided over by the Chairman of the Board of Directors. Where the Chairman of the Board of Directors is unable to fulfill the duties of holding the meeting, the Board of Directors shall designate another director to preside over the meeting. To convene the meeting of the Board of Directors, all directors must be notified in written form 10 days prior to the meeting. The meeting of the Board of Directors must be held if proposed by more than 1/3 of all directors.

Article 26 The Board of Directors adopts a system of 1 vote for 1 person. The meeting of the Board of Directors is valid only if 2/3 of directors attend the meeting. Resolutions of the Board of Directors can be made only if approved by more than 2/3 of directors.

Article 27 Directors who cannot attend the meeting of the Board of Directors can entrust other directors in written form to attend the meeting on their behalf. The power attorney must indicate scope of power.

Article 28 The Board of Directors shall prepare meeting minutes of decisions on matters discussed. Attendee directors shall sign the meeting minutes.

Article 29 The Company sets one general manager who attends the meeting of the Board of Directors as a nonvoting attendee.

Article 30 The general manager exercises the following functions and powers:

- (1) To take charge of the Company's production and business management, and to organize implementation of resolutions of the Board of Shareholders and the Board of Directors;
- (2) To arrange for implementation of the Company's annual business plan and investment plan;
- (3) To draft the plan for setting internal management organs of the Company;

- (4) To draft basic management system and policies of the Company;
- (5) To put forward the Company's annual budget plan, final accounting plan and profit distribution plan;
- (6) To decide on reward for and punishment to Company employees ranking below deputy general manager (excluding deputy general manager and other senior executives);
- (7) To attend the meeting of the Board of Directors as a nonvoting attendee, and to request reconsidering resolutions of the Board of Directors for once;
- (8) To propose the employment or dismissal of the deputy general manager, financial chief and other executives;
- (9) To employ or dismiss executives other than those who are employed or dismissed by the Board of Directors;
- (10) Other functions and powers conferred by the Articles of Association and the Board of Directors.

Article 31 Directors and the general manager shall abide by regulations in Article 59 to Article 63 of the *Company Law*.

Chapter 7 Board of Supervisors

Article 32 The Company sets the Board of Supervisors comprising three members, including one employee supervisor elected by employee representative assembly, one supervisor designated by Jiangsu SOHO International Group Corp., and one supervisor jointly designated by natural person shareholders. The supervisor's term of office is three years. Supervisors may, if reelected upon expiration of the term of office, serve consecutive terms. Supervisors can attend the meeting of the Board of Directors as nonvoting attendees. The Company sets one Chairman of the Board of Supervisors who is elected by the Board of Supervisors.

Article 33 The Board of Supervisors exercises the following functions and powers:

- (1) To elect the Chairman of the Board of Supervisors;
- (2) To examine the Company's financial affairs;
- (3) To supervise directors, the general manager and the deputy general manager over their professional conducts to prevent violation of laws, regulations and the Articles of Association;
- (4) To protect lawful rights and interests of shareholders and employees, and to request directors, the general manager and the deputy general manager to take corrective measures when any of their behaviors infringe Company interests;
- (5) To propose the interim meeting of the Board of Shareholders when necessary.

Article 34 Resolutions of the Board of Supervisors can be adopted only if more than 2/3 of all supervisors approve the resolutions.

Article 35 In exercising functions and powers, the Board of Supervisors can employ lawyers, CPAs and other professionals for assistance at the expense of the Company.

Article 36 The Board of Shareholders has the right to discharge supervisors from duty if the supervisors fail to perform of obligation of supervision, and as a result, the Company sustains significant economic losses.

Article 37 Supervisors shall abide by Article 59, Article 62 and Article 63 of the *Company Law*.

Chapter 8 Company Finance and Profit Distribution

Article 38 The Company shall establish finance and accounting systems in accordance with laws, administrative regulations and provisions of competent public finance department of the State Council.

Article 39 The Company's fiscal year is from January 1 to December 31 of the Gregorian calendar. The company shall send financial meeting reports to all shareholders within 90 days after the end of every fiscal year. The financial statements must be duly reviewed and verified.

Article 40 The Company shall withdraw 10% of post-tax profit as legal public reserve when distributing post-tax profit of the year.

Article 41 The Company will not further withdraw legal public reserve if the accumulated legal public reserve accounts for more than 50% of the Company's registered capital. If the legal public reserve is inadequate to recover losses of the previous year, profits of the year must first be used to recover losses. After withdrawing legal public reserve from post-tax profit, the Company can withdraw free public reserve by resolution of the Board of shareholders. The Company shall not withdraw free public reserve in the first five years after establishment. Residual profit after loss recovery and public reserve withdrawal shall be distributed to shareholders in proportion to their investments. Profit distribution in monetary form must not be less than 50% of the distributable profit of the year.

Article 42 The Company's legal public reserve is for loss recovery, business expansion or increase in registered capital. However, the remaining public reserve must not be less than 25% of the Company's registered capital after legal public reserve is converted into asset.

Chapter 9 Labor Management, Salary, Welfare and Social Insurance

Article 43 The Company abides by labor and personnel system of the state, and adopts employment contract system.

Article 44 The Company shall take into consideration opinions of labor union and employees of the Company, and shall invite representatives of the labor union and employees to attend relevant meetings as nonvoting attendees before implementing state policies concerning employee salary, welfare, safety, production, labor protection, and labor insurance.

Chapter 10 Causes of Dissolution and Liquidation Procedures

Article 45 The Board of Shareholders intending to extend the Company's business term must make the resolution six months prior to business term expiry, apply for alteration registration with original registration organ, and handle registration formalities.

Article 46 The Company shall dissolve under any of the following circumstances:

- (1) The business term stipulated in Article 4 the Articles of Association expires;
- (2) The Board of Shareholders makes a resolution to dissolve the Company;
- (3) The Company has to dissolve due to merger or division;
- (4) The Company is announced bankrupted by law due to insolvency;

(5) The Company is ordered to shut down by laws due to violation of laws and administrative regulations.

Article 47 Where the Company is dissolved in accordance with Article 46 (1), (2) and (3), liquidation must be conducted by a liquidation group comprising shareholders within 15 days after the dissolution decision is made. Where the Company is dissolved in accordance with Article 46 (4), the people's court will put up a liquidation group comprising shareholders, relevant organs and professionals to conduct liquidation. Where the Company is dissolved in accordance with Article 46 (5), competent organ will put up a liquidation group comprising shareholders, relevant organs and professionals to conduct liquidation.

Article 48 The liquidation group exercises the following functions and powers during liquidation:

- (1) To clear up Company property, prepare balance sheet and property statement;
- (2) To draft liquidation plans, and submit the plans for confirmation to the Board of Shareholders or competent organs;
- (3) To notify creditors within 10 days after the liquidation group is established, and to announce the news on newspapers for at least 3 times within 60 days;
- (4) To settle and liquidate unsettled business of the Company;
- (5) To pay off overdue taxes;
- (6) To settle Company creditor's rights and debts;
- (7) To dispose of residual property of the Company after debt repayment;
- (8) To represent the Company in civil litigations;
- (9) To apply for bankruptcy with the people's court if the Company is insolvent, and to settle business in accordance with *Bankruptcy Law* and other relevant laws.

Article 49 Where the Company is solvent, the liquidation group shall make settlements in the following sequence:

- (1) Liquidation fee payment;
- (2) Payment for employees' salaries and labor insurance premiums;
- (3) Payment for overdue taxes;
- (4) Settlement of Company debts;
- (5) Residual property after the abovementioned settlements with Company property is distributed to shareholders in proportion to investments.

Article 50 After liquidation, the liquidation group shall prepare liquidation report, submit the report for confirmation to the Board of Shareholders, and submit the report to the company registration organ within 30 days after the liquidation is completed, applying for Company deregistration and announcing Company termination.

Chapter 11 Other Matters

Article 51 Company employees can duly organize labor union, take part in labor union activities, and protect lawful rights and interests of employees. The Company provides Company labor union with necessary conditions

activities.

Article 52 The Company shall take into consideration opinions and advices of labor union and employees of the Company, and shall invite representatives of the labor union and employees to attend relevant meetings as inviting attendees in making significant decisions on production and operation.

Article 53 Activities of primary-level Chinese Communist Party in the Company are subject to the constitution of the Chinese Communist Party.

Article 54 Any modification and alteration to the Articles of Association can take effect only if approved by the Board of Shareholders of the Company. The Board of Shareholders makes decisions on Company merger, division and increase or decrease in registered capital, and announces the decisions and notify creditors to handle relevant matters. The Company shall duly handle alteration formalities for any modification or alteration to the Articles of Association, Company merger, division, and increase or decrease in registered capital. Any alterations to company directors, supervisors and the general manager must be registered with the original company registration organ.

Chapter 12 Supplementary Regulations

Article 55 The Board of Directors reserves the interpretation right over the Articles of Association.

Article 56 Where the Articles of Association conflicts with state laws and regulations, the latter shall prevail.

Article 57 The Articles of Association and registered items of the Company are subject to approval by the company registration organ.

Article 58 The Articles of Association takes effect with signatures and seals of all shareholders.



(This page does not contain main body, and is reserved for signatures and seals unto the Articles of Association of Jiangsu SOHO Silk Co., Ltd.)

Signatures (seals) of shareholders and shareholder representatives:

Jiangsu SOHO International Group Corp. (seal)

Signatures of natural person shareholders:

Zhu Yi	Huang Tianshu	Guan Hong	Sun Feng
Jiang Guangdong	Zhang Xiaohu	Zhou Ziqiang	Chen Pan
Qin Guanghui	Ni Ming	Guo Peng	Zhou Feng
Ma Changyun	Fan Kai	Song Mo	Liang Xiaobing
Liu Ye	Li Yiwei	Gu Peifen	Liu Meirong

August 31, 2016 in Nanjing City

公 证 书

(2017)宁南证经外字第1269号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：公司章程

兹证明江苏苏豪丝绸有限公司所持有的《江苏苏豪丝绸有
限公司章程》原件与前面的影印件相符，原件属实。前面的影
印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年九月七日



V26246175

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1269

Applicant: Jiangsu SOHO Silk Co., Ltd., Address: Room 401, 4/F, Tower A, SOHO International Plaza, No. 48, Ningnan Avenue, Yuhuatai District, Nanjing City, Legal Representative: Xu Yuxiang, male, born on November 8, 1965, Citizen ID No. 32010319651108053X.

Issue under notarization: Articles of Association

This is to certify that the foregoing photocopy of the Articles of Association of Jiangsu SOHO Silk Co., Ltd. held by Jiangsu SOHO Silk Co., Ltd. conforms to the original, and that the original document is authentic, and that the attached English translation of the photocopy conforms to the original document in Chinese.

Notary : Xia Yang

Nanjing Notary Public Office

Nanjing City, Jiangsu Province

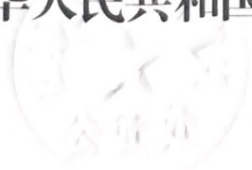
The People's Republic of China (seal)

Sep.7, 2017

I V26246176

公 证 书

中华人民共和国江苏省南京市南京公证处



授权委托书

委托方：江苏苏豪国际集团股份有限公司（注册日期：
1981年09月05日，统一社会信用代码：91320000134778088D）

第一受托人：黄天舒（出生日期：1969年08月07日，
护照号：G49037241）

第二受托人：张韬（出生日期：1991年07月26日，护
照号：E76863451）

第三受托人：李振委（出生日期：1991年12月05日，
护照号：E16778232）

委托事项：

兹授权黄天舒、张韬、李振委三位同志代表我司在缅甸
办理公司注册、银行开户、申请 MIC 以及主持开展后续的生
产、经营等事务。

特此授权，授权时间从 2017 年 09 月 13 日到 2019 年 09
月 13 日

委托方：江苏苏豪国际集团股份有限公司

2017 年 09 月 13 日



Power of Attorney

Principal: Jiangsu SOHO International Group Corp. (date of registration: September 5, 1981, Unified Social Credit Code: 91320000134778088D).

First agent: Huang Tianshu (born on August 7, 1969, Passport No. G49037241);

Second agent: Zhang Tao (born on July 26, 1991, Passport No. E76863451);

Third agent: Li Zhenwei (born on December 5, 1991, Passport No. E16778232).

Matters of authorization:

We, the Principal, hereby authorize Huang Tianshu, Zhang Tao and Li Zhenwei to deal with company registration, bank account opening and MIC application and to take charge of subsequent production and operation matters in Myanmar for and on behalf of us.

The Power of Attorney is hereby issued. The Power of Attorney will be valid from September 13, 2017 to September 13, 2019.

Principal: Jiangsu SOHO International Group Corp. (seal)

September 13, 2017



公 证 书

(2017)宁南证经外字第1370号

申请人：江苏苏豪国际集团股份有限公司，住所：南京市软件大道48号，法定代表人：张朝武，男，一九七〇年五月二十七日出生，公民身份号码：320121197005271314。

公证事项：印鉴

兹证明前面的江苏苏豪国际集团股份有限公司于二〇一七年九月十三日出具的《授权委托书》原件上的江苏苏豪国际集团股份有限公司印鉴属实。前面的《授权委托书》中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年十月十日



IV21164525

NOTARIAL CERTIFICATE

(2017)NNZ.JW.Zi,No.1370

Applicant: Jiangsu SOHO International Group Corp., Address: No. 48 Ruanjian Avenue, Nanjing City, Legal Representative: Zhang Chaowu, male, born on May 27, 1970, Citizen ID No. 320121197005271314.

Issue under notarization: seal

This is to certify that the seal of Jiangsu SOHO International Group Corp. affixed to the forgoing original copy of the Power of Attorney issued by Jiangsu SOHO International Group Corp. on September 13, 2017 is authentic, and that the attached English translation of the foregoing Power of Attorney conforms to the original document in Chinese.

Notary : Xia Yang
Nanjing Notary Public Office
Nanjing City, Jiangsu Province
The People's Republic of China (seal)
Oct.10, 2017

IV21164526

MCA/2014

公 证 书

中华人民共和国山东省临沂市兰山公证处

公司章程修正案



根据《公司法》和章程规定，对郯城雷诺服装有限公司章程作如下修改：

- 一、 公司股东现修改为：张照月。
- 二、 公司类型现修改为：有限责任公司（自然人独资）。
- 三、 公司监事现修改为：问友雷。
- 四、 公司经营地址现修改为：郯城县红花镇驻地。
- 五、 决定公司注册资本现修改为：1000 万元人民币。
- 六、 公司股东认缴出资额情况现修改为：张照月认缴出资额 1000 万元人民币，占投资额 100%。其中本次认缴出资额 970 万元人民币，认缴出资方式货币，认缴出资时间 2016 年 4 月 28 日之前。

董事长或主持会议的董事签字：张照月

2015 年 4 月 28 日

一人有限公司 章 程

第一章 宗 旨

第一条 根据《中华人民共和国公司法》及国家有关法律、法规规定，成立一人有限公司。本章程中的各项条款与法律、法规、规章不符合的，以法律、法规，规章的规定为准。

第二章 公司名称和住所

第二条 名称：郯城雷诺服装有限公司
(以下简称公司)

第三条 住所：郯城县红花镇驻地。

第三章 公司经营范围

第四条 公司经营范围：服装加工销售。(依法须经批准的项目，经相关部门批准后方可开展经营活动)

第四章 公司注册资金

第五条 公司注册资本：1000 万元人民币。

第五章 股东姓名或名称、认缴额、

认缴方式和认缴时间

第六条 股东姓名、认缴方式、认缴额、及认缴时间如下：

自 然 人

姓 名	性 别	住 所	身份证 号 码	认缴额 (万元)	持股 比例 (%)	认缴 时间	认缴 方式
张照月	女		371322198210185 441	1000	100%	2017-4-29	货币

第七条 股东认缴证明由公司备案。

第六章 股东的权利和义务

第八条 股东享有如下权利：

- (一) 掌握和了解公司经营状况和财务状况；
- (二) 决定任执行董事和监事；
- (三) 决定新增加的注册资本；
- (四) 公司终止后，依法获得公司的剩余财产；
- (五) 其他权利。

第九条 股东承担以下义务：

- (一) 遵守公司章程；
- (二) 按期交纳所认缴的出资；
- (三) 承担公司债务；

第七章 公司的机构及其产生办法、职权、议事规则

第十条 公司设立执行董事，由股东出任。

- (一) 书面决定公司经营计划和投资方案；
- (二) 制定公司的年度财务预算方案、决算方案；

- (三) 制定公司的利润分配方案和弥补亏损方案;
- (四) 制定公司增加或者减少注册资本的方案;
- (五) 拟定公司合并、分立、变更公司形式、解散的方案;
- (六) 决定公司内部管理机构的设置;
- (七) 聘任或者解聘公司经理, 根据经理的提名, 聘任或者解聘公司副经理、财务负责人, 决定其报酬事项;
- (十) 制定公司的基本管理制度。

第十一条 公司设立经理, 由执行董事聘任或者解聘。经理对执行董事负责。行使下列职权:

- (一) 主持公司的生产经营管理工作, 组织实施执行董事决定;
- (二) 组织实施公司年度经营计划和投资方案;
- (三) 拟定公司内部管理机构设置方案;
- (四) 拟定公司的基本管理制度;
- (五) 制定公司的具体规章;
- (六) 提请聘任或者解聘公司副经理、财务负责人;
- (七) 聘任或者解聘除应由执行董事聘任或者解聘以外的负责管理人员;
- (八) 公司章程授予的其他职权。

第十二条 公司设立监事一名。

监事任期每届为三年。监事任期届满, 可以连任。执行董事、经理及财务负责人不得兼任监事。

监事行使下列职权:

- (一) 检查公司财务;
- (二) 对执行董事、管理人员执行公司职务时行为进行监督;
- (三) 当执行董事、管理人员的行为损害公司的利益时, 要求执行董事、管理人员予以纠正;
- (四) 公司章程约定的其他职权。

第八章 公司的法定代表人

第十三条 执行董事为公司的法定代表人。

- (一) 代表公司签署有关文件;
- (二) 聘任公司经理、财务人员。

第九章 公司财务、会计及劳动用工制度

第十四条 公司应当依照法律、行政法规和国务院财政部门的规定建立本公司的财务、会计制度。

公司应当在每一会计年度终了时编制财务会计报告。

- (一) 资产负债表;
- (二) 损益表;
- (三) 财务状况变动表;
- (四) 财务情况说明表;
- (五) 利润分配表。

第十五条 公司当年税后利润, 应当提取利润的百分之十列入公司法定公积金, 并提取利润的百分之五列入公司法定公益

金。公司法定公积金累计额为公司注册资本的百分之五十以上的，可不再提取。

公司的法定公积金不足以弥补上一年度亏损的，在依照前款规定提取法定公积金之前，应当先用当年利润弥补亏损。

公司的公积金用于弥补公司的亏损，扩大公司生产经营或者转为增加公司资本。

第十六条 劳动用工制度按国家法律、法规及国务院劳动部门的有关规定执行。

公司对干部实行聘任制，对全体职工实行合同制，参加社会保险统筹。

第十章 公司的解散事由与清算方法

第十七条 公司营业期限十年，从《企业法人营业执照》签发之日起计算。

第十八条 公司有下列情形之一的可以解散：

（一）公司章程规定的营业期限届满或者公司章程规定的其他解散事由出现；

（二）股东会决定解散；

（三）因公司合并、分立需要解散；

（四）公司被依法宣告破产；

（五）公司被依法责令关闭。

第十九条 公司解散时，应依据《公司法》的规定成立清算

15

组对公司清算、清算结束后，清算组应当编制清算报告，报股东或者人民法院确认，并报送公司登记机关，申请注销公司登记，公告公司终止。

第十一章 股东认为需要规定的其他事项

第二十条 公司根据需要可修改公司章程，修改后的公司章程，送原公司登记机关备案。公司登记事项以公司登记机关核准为准，自公司设立之日起生效，本章程公司存档一份，并报公司登记机关备案一份。

股东签字（盖章）：张照月

2015年 4 月 28 日

公 证 书

(2017) 临兰山证外字第2155号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，公民身份号码：371322198210185441。

公证事项：印鉴

兹证明前面的郯城雷诺服装有限公司《公司章程修正案》复印件上“郯城县市场监督管理局信息查询专用章”属实。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增端



I V17572079

(with the special seal for information inquiry of Market Supervision and Management
Bureau of Tancheng County)

Amendments to Articles of Association

According to the *Company Law* and provisions of the Articles of Association, the Articles of Association of Tancheng Leinuo Clothing Co., Ltd. is amended as follows:

1. Shareholder of the Company is hereby amended as: Zhang Zhaoyue.
2. Type of the Company is hereby amended as: Limited Liability Company (sole proprietorship of natural person).
3. Supervisor of the Company is hereby amended as: Wen Youlei.
4. Business Address of the Company is hereby amended as: Honghua Township Precinct, Tancheng County.
5. Registered Capital of the Company is determined to be amended as: CNY 10 million.
6. Situation of Capital Contribution Subscribed by Shareholder of the Company is hereby amended as: Zhang Zhaoyue subscribes CNY 10 million, which accounts for 100% of total amount of investment. In which, Zhang Zhaoyue makes the monetary contribution of CNY 9.7 million prior to April 28, 2016.

Signature of chairman of the board or the director presiding over the meeting: Zhang Zhaoyue (signature)

April 28, 2015

Articles of Association of One-person Limited Liability Company

Chapter 1 Purpose

Article 1 The one-person limited liability company is incorporated according to the *Company Law of the People's Republic of China*, the related laws and regulations of the State. In case any article under the Articles of Association herein creates any conflict with the laws, regulations and codes, the later shall prevail.

Chapter 2 Description and Location of the Company

Article 2 Description: Tancheng Leinuo Clothing Co., Ltd. (hereinafter referred to as the Company)

Article 3 Location: Honghua Township Precinct, Tancheng County.

Chapter 3 Company's Business Scope

Article 4 Company's Business Scope: processing and selling garment (Items that require approval in accordance with laws shall be operated with approval of relevant authorities).

Chapter 4 Company's Registered Capital

Article 5 Company's Registered Capital: CNY 10 million.

Chapter 5 Names (Descriptions) of Shareholders, Amount, Mode and Time of Capital Subscription

Article 6 Names of shareholders, amount, mode and time of capital subscription are as follows:

Natural Person

Name	Sex	Location	ID Card No.	Amount of Capital Subscription (CNY 10,000)	Shareholding Ratio (%)	Time of Capital Subscription	Mode of Capital Subscription
Zhang Zhaoyue	Female		371322198210185441	1000	100%	April 29, 2017	Currency

Article 7 Capital Subscription Certificate of Shareholders shall be filed by the Company.

Chapter 6 Shareholder's Rights and Obligations

Article 8 The shareholder enjoys the following rights:

- (1) To learn about and master the operating status and financial status of the Company;
- (2) To decide the recruitment of executive director and supervisor;
- (3) To decide the increase of registered capital;
- (4) To share the residual property of the Company according to law after the Company is terminated; and
- (5) To enjoy other rights.

Article 9 The shareholder fulfills the following obligations:

- (1) To abide by the Articles of Association;
- (2) To subscribe the capital contribution on schedule; and
- (3) To assume the Company's debts.

Chapter 7 Organization of Company and Its Formulation

Mode, Duties and Rules of Procedure

Article 10 The Company sets up executive director, a post that shall be held by the shareholder.

- (1) To determine in written the business plan and investment scheme of the Company;
- (2) To formulate the annual financial budget scheme and final settlement scheme of the Company;

- (3) To formulate the profit distribution scheme and deficit remedy scheme of the Company;
- (4) To formulate the scheme of increasing or reducing the registered capital of the Company;
- (5) To draw up schemes with respect to merger, division, transformation and dissolution of the Company;
- (6) To determine the setting of the internal management authority of the Company;
- (7) To recruit or dismiss the Company's manager, recruit or dismiss the Company's deputy manager and financial director according to the manager's nominations, and determine their remuneration; and
- (10) To develop the basic management systems of the Company.

Article 11 The Company sets up manager who shall be hired or dismissed by the executive director. The Manager is responsible for the executive director and exercises the following duties and rights:

- (1) To take charge of production operation and management of the Company and to organize the implementation of the decisions concluded by the executive director;
- (2) To implement the annual business plan and investment scheme of the Company;
- (3) To draw up the setting scheme of the internal management authority of the Company;
- (4) To draw up the basic management systems of the Company;
- (5) To establish the specific rules and regulations of the Company;
- (6) To propose to recruit or dismiss the deputy manager and financial director of the Company;
- (7) To recruit or dismiss the managing officers other than those who shall be recruited or dismissed according to the decision concluded by the executive director; and
- (8) To exercise other duties and rights authorized by the Articles of Association of the Company.

Article 12 The Company sets up one supervisor.

The supervisor assumes a term of office for three years and can be reappointed after the expiry of the term of office. The executive director, manager and financial director shall not concurrently serve as the supervisor of the Company.

The supervisor exercises the following duties and rights:

- (1) To check the financial status of the Company;
- (2) To supervise the executive director, managing officers when they perform duties for the Company;
- (3) To require the executive director and managing officers to rectify the acts harming the interests of the Company; and
- (4) To exercise the other rights and duties as stipulated by the Articles of Association of the Company.

Chapter 8 Legal Representative of the Company

Article 13 The executive director is the legal representative of the Company.

- (1) To sign relevant documents on behalf of the Company; and
- (2) To recruit manager and financial staff for the Company.

Chapter 9 Finance, Accounting and Employment Systems of the Company

Article 14 The Company shall establish the financial and accounting system in line with laws, administrative regulations and stipulations of financial authorities of the State Council.

The Company shall, at the end of every fiscal year, prepare the financial accounting report.

- (1) Balance Sheet;
- (2) Income Statement;
- (3) Statement of Changes in Financial Position;
- (4) Financial Status Statement; and
- (5) Statement of Profit Distribution.

Article 15 The Company shall create statutory reserves by virtue of 10% of the after-tax profits in the current year, and create statutory welfare reserves by virtue of 5% of the said profits. There is no need to create

statutory reserves for the Company when the accumulative amount is over 50% of the Company's registered capital.

If the Company's statutory reserves are insufficient to remedy the deficits in the last year, the profits in the current year shall be used for remedying the deficits before the statutory reserves are created in line with the preceding provisions.

The Company's reserves are used for remedying the defects and expanding the Company's production and operation or transferred to be the Company's capital.

Article 16 The employment system shall be in compliance with the state laws and regulations and the relevant provisions of the labor authorities of the State Council.

Appointment system is applied to the Company's cadres, and contract system is applied to the Company's staff. All employees of the Company participate in overall planning of social insurance.

Chapter 10 Causes of Disbanding the Company and the Liquidation Methods

Article 17 The Company's term of duration is ten years, counting from the date of issuing the *Business License of Enterprise Corporation*.

Article 18 The dissolution can apply to the Company in the event of any of the following situations:

- (1) The business duration specified in the Articles of Association comes to the expiry or other dissolution reasons specified in the Articles of Association occur;
- (2) The dissolution resolution is concluded at the meeting of shareholders;
- (3) The Company needs to be dissolved due to the merger or division;
- (4) The Company is lawfully announced to be insolvent; or
- (5) The Company is lawfully ordered to close down.

Article 19 Where the Company is disbanded, the liquidation group shall

be established according to the *Company Law* for liquidation. After the completion of liquidation, the liquidation group shall formulate the liquidation report and submit it to the shareholder or the people's court for confirmation and to the registration organ where the Company was registered to apply for cancellation of the Company's registration, and finally, announce the termination of the Company.

Chapter 11 Other Items Deemed As Necessary by the Shareholder

Article 20 The Articles of Association can be amended, if necessary, and the amended Articles of Association shall be kept on file with the original registration organ where the Company was registered. The registered items of the Company are subject to those as ratified by the registration authority where the Company was registered, and come into force since the incorporation date of the Company. The Articles of Association is made in duplicate, with one share filed by the Company and another share kept on file with the original registration organ where the Company was registered.

Signature (Seal) of Shareholder: Zhang Zhaoyue (signature)

April 28, 2015

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No. 2155

Applicant: Tancheng Leinuo Clothing Co., Ltd., located at
Honghua Township Precinct, Tancheng County, Linyi City,
Shandong Province

Legal representative: Zhang Zhaoyue, female, born on October
18, 1982, ID Card No.: 371322198210185441

Issue under notarization: seal

This is to certify that the special seal for information inquiry of
Market Supervision and Management Bureau of Tancheng County,
affixed on the foregoing copy of *Amendments to Articles of
Association* of Tancheng Leinuo Clothing Co., Ltd., is authentic.

Lanshan Notary Public Office, Linyi City,

Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

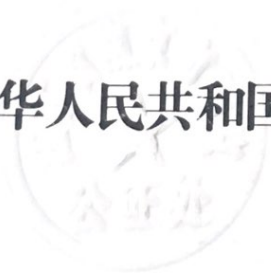
September 11, 2017

| V17572065

1 April 2015

公 证 书

中华人民共和国江苏省南京市南京公证处





00002016040027029256
报告文号: XYZH[2016]NJA20107

江苏苏豪丝绸有限公司

2015 年度

审计报告



索引	页码
审计报告	
公司财务报表及附注	
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-利润表	3
-现金流量表	4
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- 财务报表附注	7-27



信永中和会计师事务所
南京分所

ShineWing
certified public accountants
Nanjing branch

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审计报告

XYZH/2016NJA20107

江苏苏豪丝绸有限公司:

我们审计了后附的江苏苏豪丝绸有限公司(以下简称“苏豪丝绸”)财务报表,包括2015年12月31日资产负债表,2015年度利润表、现金流量表,股东权益变动表以及财务报表附注。

一、管理层对财务报表的责任

编制和公允列报财务报表是苏豪丝绸管理层的责任,这种责任包括:(1)按照企业会计准则的规定编制财务报表,并使其实现公允反映;(2)设计、执行和维护必要的内部控制,以使财务报表不存在由于舞弊或错误导致的重大错报。

二、注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守职业道德守则,计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序,以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断,包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时,注册会计师考虑与财务报表编制和公允列报相关的内部控制,以设计恰当的审计程序,但目的并非对内部控制的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性,以及评价财务报表的总体列报。

我们相信,我们获取的审计证据是充分、适当的,为发表审计意见提供了基础。

三、审计意见

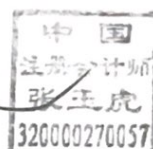
我们认为，苏豪丝绸财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了苏豪丝绸 2015 年 12 月 31 日的财务状况以及 2015 年度的经营成果和现金流量。

信永中和会计师事务所（特殊普通合伙）



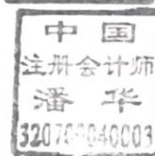
中国注册会计师：

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中国注册会计师：

[Handwritten signature]



中国 南京

二〇一六年四月十一日

资产负债表
2015年12月31日

编制单位:江苏豪盛丝绸有限公司

单位:人民币元

项 目	行次	年末金额	年初金额
流动资产:	1		
货币资金	2	3,559,215.41	959,760.33
△结算各付金	3	-	-
△拆出资金	4	-	-
以公允价值计量且其变动计入当期损益的金融资产	5	-	-
衍生金融资产	6	-	-
应收票据	7	780,001.00	2,999,847.72
应收账款	8	3,363,645.74	4,287,497.25
预付款项	9	35,667,606.76	507,060.00
△应收保费	10	-	-
△应收分保账款	11	-	-
△应收分保准备金	12	-	-
应收利息	13	-	-
应收股利	14	-	-
其他应收款	15	14,953,221.62	19,989,180.00
△买入返售金融资产	16	-	-
存货	17	6,164,650.14	12,409,890.92
其中:原材料	18	-	-
库存商品(产成品)	19	-	-
划分为持有待售的资产	20	-	-
一年内到期的非流动资产	21	-	-
期货保证金	22	-	-
其他流动资产	23	11,114,134.10	2,000,199.97
流动资产合计	24	75,602,474.77	43,153,436.19
非流动资产:	25		
△发放贷款及垫款	26	-	-
可供出售金融资产	27	-	-
持有至到期投资	28	-	-
长期应收款	29	-	-
长期股权投资	30	-	-
投资性房地产	31	-	-
固定资产	32	355,006.64	427,435.91
在建工程	33	-	-
工程物资	34	-	-
固定资产清理	35	-	-
生产性生物资产	36	-	-
油气资产	37	-	-
无形资产	38	-	-
开发支出	39	-	-
商誉	40	-	-
长期待摊费用	41	-	-
递延所得税资产	42	4,085,978.87	3,882,304.97
其他非流动资产	43	-	-
其中:特准储备物资	44	-	-
非流动资产合计	45	4,440,985.51	4,309,740.88
	46		
	47		
	48		
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	61		
	62		
	63		
	64		
	65		
	66		
	67		
	68		
资产总计	69	80,043,460.28	47,463,177.07

法定代表人:



主管会计工作负责人:



会计机构负责人:

张新萍

资产负债表 (续)
2015年12月31日

编制单位:江苏苏豪丝绸有限公司

单位:人民币元

项 目	行次	年末金额	年初金额
流动负债:	70		
短期借款	71	-	-
△向中央银行借款	72	-	-
△吸收存款及同业存放	73	-	-
△拆入资金	74	-	-
以公允价值计量且其变动计入当期损益的金融负债	75	-	-
衍生金融负债	76	-	-
应付票据	77	-	-
应付账款	78	2,127,942.89	11,212,611.56
预收款项	79	49,374,806.10	4,816,654.67
△卖出回购金融资产款	80	-	-
△应付手续费及佣金	81	-	-
应付职工薪酬	82	-	-
其中:应付工资	83	-	-
应付福利费	84	-	-
其中:职工奖励及福利基金	85	-	-
应交税费	86	195,781.66	975,377.25
其中:应交税金	87	-	-
应付利息	88	-	-
应付股利	89	-	-
其他应付款	90	5,055.20	3,348,576.06
△应付分保账款	91	-	-
△保险合同准备金	92	-	-
△代理买卖证券款	93	-	-
△代理承销证券款	94	-	-
划分为持有待售的负债	95	-	-
一年内到期的非流动负债	96	-	-
应付保证金	97	-	-
期货风险准备金	98	-	-
其他流动负债	99	-	-
流动负债合计	100	51,703,585.85	20,353,219.54
非流动负债:	101		
长期借款	102	-	-
应付债券	103	-	-
长期应付款	104	-	-
长期应付职工薪酬	105	-	-
专项应付款	106	-	-
预计负债	107	-	-
递延收益	108	-	-
递延所得税负债	109	-	-
其他非流动负债	110	-	-
其中:特准储备基金	111	-	-
非流动负债合计	112	-	-
负 债 合 计	113	51,703,585.85	20,353,219.54
所有者权益(或股东权益):	114		
实收资本(股本)	115	20,000,000.00	20,000,000.00
国有资本	116	10,200,000.00	10,200,000.00
其中:国有法人资本	117	10,200,000.00	10,200,000.00
集体资本	118	-	-
民营资本	119	9,800,000.00	9,800,000.00
其中:个人资本	120	9,800,000.00	9,800,000.00
外商资本	121	-	-
减:已归还投资	122	-	-
实收资本(股本)净额	123	20,000,000.00	20,000,000.00
其他权益工具	124	-	-
其中:优先股	125	-	-
永续债	126	-	-
资本公积	127	-	-
减:库存股	128	-	-
其他综合收益	129	-	-
其中:外币报表折算差额	130	-	-
专项储备	131	-	-
盈余公积	132	4,542,602.44	4,419,610.74
其中:法定公积金	133	122,991.70	4,419,610.74
任意公积金	134	-	-
储备基金	135	-	-
企业发展基金	136	-	-
利润归还投资	137	-	-
△一般风险准备	138	-	-
未分配利润	139	3,797,271.99	2,690,346.79
归属于母公司所有者权益合计	140	28,339,874.43	27,109,957.53
少数股东权益	141	-	-
所有者权益合计	142	28,339,874.43	27,109,957.53
负债和所有者权益总计	143	80,043,460.28	47,463,177.07

法定代表人:



主管会计工作负责人:



会计机构负责人:



利润表

2015年度

编制单位:江苏苏豪丝绸有限公司

单位:人民币元

项目	行次	本年金额	上年金额
一、营业总收入	1	352,221,035.78	57,317,681.70
其中:营业收入	2	352,221,035.78	57,317,681.70
△利息收入	3	-	-
△已赚保费	4	-	-
△手续费及佣金收入	5	-	-
二、营业总成本	6	350,563,579.93	55,002,493.78
其中:营业成本	7	346,702,185.03	51,447,706.09
△利息支出	8	-	-
△手续费及佣金支出	9	-	-
△退保金	10	-	-
△赔付支出净额	11	-	-
△提取保险合同准备金净额	12	-	-
△保单红利支出	13	-	-
△分保费用	14	-	-
营业税金及附加	15	15,105.30	161,461.73
销售费用	16	3,087,629.97	329,464.15
管理费用	17	459,890.12	213,229.05
其中:研究与开发费	18	-	-
财务费用	19	-515,926.10	-178,693.86
其中:利息支出	20	-	-
利息收入	21	-	-
汇兑净损失(汇兑净收益以“-”号填列)	22	-	-
资产减值损失	23	814,695.61	3,029,326.62
其他	24	-	-
加:公允价值变动收益(损失以“-”号填列)	25	-	-
投资收益(损失以“-”号填列)	26	-	-
其中:对联营企业和合营企业的投资收益	27	-	-
△汇兑收益(损失以“-”号填列)	28	-	-
三、营业利润(亏损以“-”号填列)	29	1,657,455.85	2,315,187.92
加:营业外收入	30	-	-
其中:非流动资产处置利得	31	-	-
非货币性资产交换利得	32	-	-
政府补助	33	-	-
债务重组利得	34	-	-
减:营业外支出	35	133.34	2,807.75
其中:非流动资产处置损失	36	133.34	-
非货币性资产交换损失	37	-	-
债务重组损失	38	-	-
四、利润总额(亏损总额以“-”号填列)	39	1,657,322.51	2,312,380.17
减:所得税费用	40	427,405.61	-2,546,623.79
五、净利润(净亏损以“-”号填列)	41	1,229,916.90	4,859,003.96
归属于母公司所有者的净利润	42	1,229,916.90	4,859,003.96
●少数股东损益	43	-	-
六、其他综合收益的税后净额	44	-	-
(一)以后不能重分类进损益的其他综合收益	45	-	-
其中:1.重新计量设定受益计划净负债或净资产的变动	46	-	-
2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份	47	-	-
(二)以后将重分类进损益的其他综合收益	48	-	-
其中:1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的	49	-	-
2.可供出售金融资产公允价值变动损益	50	-	-
3.持有至到期投资重分类为可供出售金融资产损益	51	-	-
4.现金流量套期损益的有效部分	52	-	-
5.外币报表折算差额	53	-	-
七、综合收益总额	54	1,229,916.90	4,859,003.96
归属于母公司所有者的综合收益总额	55	1,229,916.90	4,859,003.96
归属于少数股东的综合收益总额	56	-	-
八、每股收益:	57	-	-
基本每股收益	58	-	-
稀释每股收益	59	-	-

法定代表人:



主管会计工作负责人:



会计机构负责人:

张新来

现金流量表

2015年度

制单单位：江苏苏豪控股集团有限公司

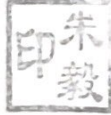
单位：人民币元

项 目	注 释	本年金额	上年金额
一、经营活动产生的现金流量			
销售商品、提供劳务收到的现金		400,597,490.15	82,788,788.34
客户存款和同业存放款项净增加额		-	-
向中央银行借款净增加额		-	-
向其他金融机构拆入资金净增加额		-	-
收到原保险合同赔付款项的现金		-	-
收到再保险业务现金净额		-	-
保户储金及投资款净增加额		-	-
处置以公允价值计量且其变动计入当期损益的金融资产净增加额		-	-
收取利息、手续费及佣金的现金		-	-
拆入资金净增加额		-	-
回购业务资金净增加额		-	-
收到的税费返还		48,955,077.71	5,834,633.88
收到其他与经营活动有关的现金		1,758,722.97	2,835,734.72
经营活动现金流入小计		451,311,290.83	91,439,156.92
购买商品、接受劳务支付的现金		443,322,055.10	85,480,059.16
客户贷款及垫款净增加额		-	-
存放中央银行和同业款项净增加额		-	-
支付原保险合同赔付款项的现金		-	-
支付利息、手续费及佣金的现金		-	-
支付保单红利的现金		-	-
支付给职工以及为职工支付的现金		40,840.40	-
支付的各项税费		1,817,548.03	913,722.73
支付其他与经营活动有关的现金		1,745,804.23	9,437,983.87
经营活动现金流出小计		446,926,247.76	95,831,765.76
经营活动产生的现金流量净额		4,385,043.07	-4,392,608.84
二、投资活动产生的现金流量			
收回投资收到的现金		-	-
处置固定资产、无形资产和其他长期资产所收回的现金净额		-	-
处置子公司及其他营业单位收回的现金净额		-	-
收到其他与投资活动有关的现金		-	-
投资活动现金流入小计		-	-
购建固定资产、无形资产和其他长期资产所支付的现金		24,814.96	8,247.87
投资支付的现金		-	-
质押贷款净增加额		-	-
取得子公司及其他营业单位支付的现金净额		-	-
支付其他与投资活动有关的现金		-	-
投资活动现金流出小计		24,814.96	8,247.87
投资活动产生的现金流量净额		-24,814.96	-8,247.87
三、筹资活动产生的现金流量			
吸收投资收到的现金		-	-
其中：子公司吸收少数股东投资收到的现金		-	-
发行债券收到的现金		-	-
取得借款收到的现金		-	-
收到其他与筹资活动有关的现金		-	-
筹资活动现金流入小计		-	-
偿还债务支付的现金		-	-
分配股利、利润或偿付利息所支付的现金		66,523.51	60,930.61
其中：子公司支付给少数股东的股利、利润		-	-
支付其他与筹资活动有关的现金		-	-
筹资活动现金流出小计		66,523.51	60,930.61
筹资活动产生的现金流量净额		-66,523.51	-60,930.61
四、汇率变动对现金及现金等价物的影响		-	267,335.74
现金及现金等价物净增加额		4,293,704.60	-4,194,451.58
期初现金及现金等价物余额		959,760.33	5,154,211.91
期末现金及现金等价物余额		5,253,464.93	959,760.33

代表人：



主管会计工作负责人：



会计机构负责人：

张新宇

编制单位:江苏豪丝线有限公司

项 目	股本	资本公积	其他综合收益	盈余公积	未分配利润	所有者权益合计
一、上年年末余额	20,000,000.00	-	-	4,419,610.74	2,690,346.79	27,109,957.53
加:会计政策变更						
前期差错更正						
其他						
二、本年初余额	20,000,000.00	-	-	4,419,610.74	2,690,346.79	27,109,957.53
三、本年增减变动金额(减少以“-”号填列)				122,991.70	1,106,925.20	1,229,916.90
(一)综合收益总额					1,229,916.90	1,229,916.90
(二)股东投入和减少资本						
1.股东投入普通股						
2.其他权益工具持有者投入资本						
3.股份支付计入股东权益的金额						
4.其他						
(三)利润分配						
1.提取盈余公积				122,991.70	-122,991.70	
2.对股东的分配				122,991.70	-122,991.70	
3.其他						
(四)股东权益内部结转						
1.资本公积转增股本						
2.盈余公积转增股本						
3.盈余公积弥补亏损						
4.其他						
(五)专项储备						
1.本年提取						
2.本年使用						
(六)其他						
四、本年年末余额	20,000,000.00	-	-	4,542,602.44	3,797,271.99	28,339,874.43

单位:人民币元

法定代表人:

主管会计工作负责人:

会计机构负责人:



所有者权益变动表

单位：人民币元

编制单位：江苏豪鑫丝绸有限公司

项 目	2014年度				
	股本	资本公积	其他综合收益	盈余公积	未分配利润
一、上年年末余额	20,000,000.00			3,933,710.34	-1,682,756.77
加：会计政策变更					
前期差错更正					
其他					
二、本年初余额	20,000,000.00			3,933,710.34	-1,682,756.77
三、本年增减变动金额（减少以“-”号填列）				485,900.40	4,373,103.56
（一）综合收益总额					4,859,003.96
（二）股东投入和减少资本					
1. 股东投入普通股					
2. 其他权益工具持有者投入资本					
3. 股份支付计入股东权益的金额					
4. 其他					
（三）利润分配					
1. 提取盈余公积				485,900.40	-485,900.40
2. 对股东的分配					
3. 其他					
（四）股东权益内部结转					
1. 资本公积转增股本					
2. 盈余公积转增股本					
3. 盈余公积弥补亏损					
4. 其他					
（五）专项储备					
1. 本年提取					
2. 本年使用					
（六）其他					
四、本年年末余额	20,000,000.00			4,419,610.74	2,690,346.79
					27,109,957.53

法定代表人：

主管会计工作负责人：

会计机构负责人：

印 朱 毅

印 朱 毅

张新平

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Report No. XYZH[2016]NJA20107

Jiangsu SOHO Silk Co., Ltd.

2015

Audit Report

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Audit Report

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-Notes to Financial Statements

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(With the paging seal of ShineWing Certified Public Accountants Nanjing Branch)

ShineWing

ShineWing Certified Public
Accountants Nanjing Branch

7/F, Hetai International
Mansion, No. 128, Shanxi
Road, Nanjing, Jiangsu,
210009, P.R.China

Telephone: +86 (025) 83721886
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Audit Report

XYZH/2016NJA20107

Jiangsu SOHO Silk Co., Ltd.,

We have audited the consolidated financial statements of Jiangsu SOHO Silk Co., Ltd. hereinafter referred to as "SOHO Silk") attached hereinafter, including the Balance Sheet dated December 31, 2015, Profit Statement, Cash Flow Statement, Statement of Change in Stockholder Equity, and Notes to Financial Statements of 2015.

I. The Management's Responsibilities for Financial Statements

The management of SOHO Silk is responsible for preparing and giving a fair presentation on the financial statements. Such responsibility includes: (1) Preparing the financial statements in accordance with Accounting Standards for Business Enterprises, and giving a fair presentation on them. (2) Designing, implementing and maintaining necessary internal control to avoid any material misstatement in financial statements caused due to fraud or error.

II. Responsibilities of Certified Public Accountants

Our responsibility is to express auditing opinions on financial statements on the basis of our audit work. Our audit work was conducted in accordance with Auditing Standards for Chinese Certified Public Accountants, which requires that we prepare and conduct audition in accordance with the code of ethics so as to reasonably ascertain whether there is any material misstatement in financial statements.

Our audit work included the implementation of auditing procedures so as to obtain the auditing evidences concerning financial statements' amounts and disclosures. The selection of auditing procedures depends on certified public accountants' judgment, including the evaluation of the risk that financial statements may include material misstatements due to fraud or mistake. During risk evaluation, we also gave consideration to the internal control related to the preparation of financial statements so as to design appropriate auditing procedures, but such consideration did not aim to express opinions on the effectiveness of the internal control. Our audit work also included the evaluation of the appropriateness of the accounting policies adopted and the rationality of the accounting estimates made by the management as well as the evaluation of the overall reflections of financial statements.

We believe that we have obtained adequate and appropriate auditing evidences, which serve as the basis for us to express auditing opinions.

III. Auditing Opinions

We think that the financial statements of SOHO Silk were prepared in accordance with Accounting Standards for Business Enterprises on all the major fronts, and gave a fair presentation on the financial status on December 31, 2015 as well as operating results and cash flow in 2015 of SOHO Silk.

ShineWing Certified Public Accountants
(Special General Partnership) Nanjing
Branch (Seal)

Chinese CPA: Zhang Yuhu (signature)
(With the seal of Chinese CPA, Zhang Yuhu,
320000270057)

Chinese CPA: Pan Hua (signature)
(With the seal of Chinese CPA, Pan Hua,
320700040003)

Nanjing, China

April 21, 2016

Balance Sheet

Prepared by: Jiangsu SOHO Silk Co., Ltd. December 31, 2015

Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current assets:	1		
Monetary capital	2	3,559,215.41	959,760.33
Deposit reservation for balance	3	-	-
Ending funds	4	-	-
Financial assets measured at fair value and the change of which is included into the current profit and loss	5	-	-
Derivative financial assets	6	-	-
Notes receivable	7	780,001.00	2,999,847.72
Accounts receivable	8	3,363,645.74	4,287,497.25
Accounts prepaid	9	35,667,606.76	507,060.00
Premium receivable	10	-	-
Amortized reinsurance accounts receivable	11	-	-
Receivable amortized reinsurance contract reserve	12	-	-
Interests receivable	13	-	-
Dividends receivable	14	-	-
Other receivables	15	14,953,221.62	19,989,180.00
Purchased resold financial assets	16	-	-
Inventory	17	6,164,650.14	12,409,890.92
including: Raw materials	18	-	-
Merchandise inventory (finished goods)	19	-	-
Assets held and to be sold	20	-	-
Non-current assets due within 1 year	21	-	-
Futures margin	22	-	-
Other current assets	23	11,114,134.10	2,000,199.97
Total current assets	24	75,602,474.77	43,153,436.19
Non-current assets:	25		
Released loan and advance payment	26	-	-
Available-for-sale financial assets	27	-	-
Held-to-maturity investment	28	-	-
Long-term receivables	29	-	-
Long-term equity investments	30	-	-
Investment real estate	31	-	-
Fixed assets	32	355,006.64	427,435.91
Construction in progress	33	-	-
Construction materials	34	-	-
Disposal of fixed asset	35	-	-
Productive biological assets	36	-	-
Oil and gas assets	37	-	-
Intangible assets	38	-	-
Development expenditure	39	-	-
Goodwill	40	-	-
Long-term deferred expenses	41	-	-
Deferred income tax assets	42	4,085,978.87	3,882,304.97
Other non-current assets	43	-	-
including: Physical assets reserve specifically authorized	44	-	-
Total non-current assets	45	4,440,985.51	4,309,740.88
	46		
	47		
	48		
	49		

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	64		
	65		
	66		
	67		
	68		
Total assets	69	80,043,460.28	47,463,177.07

Legal Representative: Zhu Yi (Seal) Accounting Principal: Zhu Yi (Seal)
Principal of Accounting Firm: Zhang Xinping (Seal)

Balance Sheet (Continued)

Prepared by: Jiangsu SOHO Silk Co., Ltd. December 31, 2015

Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current liabilities:	70		
Short-term borrowing	71	-	-
ΔBorrowings from central bank	72	-	-
ΔDeposit taking and deposit taking of interbank	73	-	-
ΔLoans from other banks	74	-	-
Financial liabilities measured at fair value and the change of which is included into the current profit and loss	75	-	-
Derivative financial liabilities	76	-	-
Notes payable	77	-	-
Accounts payable	78	2,127,942.89	11,212,611.56
Advance collection	79	49,374,806.10	4,816,654.67
ΔSales of resold financial assets	80	-	-
ΔPoundage and commission payable	81	-	-
Employees' remuneration payable	82	-	-
Including: Salary payable	83	-	-
Welfare payable	84	-	-
#Including: Employees' reward and welfare funds	85	-	-
Taxes and charges payable	86	195,781.66	975,377.25
Including: Taxes payable	87	-	-
Interests payable	88	-	-
Dividends payable	89	-	-
Other payables	90	5,055.20	3,348,576.06
ΔAmortized reinsurance accounts payable	91	-	-
ΔInsurance contract reserve	92	-	-
ΔActing trading securities	93	-	-
ΔActing underwriting securities	94	-	-
Liabilities held and to be sold	95	-	-
Non-current liabilities due within 1 year	96	-	-
Cash deposit payable	97	-	-
Futures risk reserve	98	-	-
Other current liabilities	99	-	-
Total current liabilities	100	51,703,585.85	20,353,219.54
Non-current liabilities:	101		
Long-term borrowing	102	-	-
Bonds payable	103	-	-
Long-term payables	104	-	-
Long-term employees' remuneration payable	105	-	-
Special payables	106	-	-
Estimated liabilities	107	-	-
Deferred income	108	-	-
Deferred income tax liabilities	109	-	-
Other non-current liabilities	110	-	-
Including: Reserve fund specifically authorized	111	-	-
Total non-current liabilities	112	-	-
Total liabilities	113	51,703,585.85	20,353,219.54
Owners' (shareholders') equity:	114		
Paid-in capital (capital stock)	115	20,000,000.00	20,000,000.00
State-owned capital	116	10,200,000.00	10,200,000.00
Including: State-owned legal person's capital	117	10,200,000.00	10,200,000.00

Collectively owned capital	118	-	-
Privately-owned capital	119	9,800,000.00	9,800,000.00
Including: Personal capital	120	9,800,000.00	9,800,000.00
Foreign capital	121	-	-
Subtract: Investment returned	122	-	-
Net paid-in capital (capital stock)	123	20,000,000.00	20,000,000.00
Other equity instrument	124	-	-
Including: Preferred stock	125	-	-
Perpetual capital securities	126	-	-
Capital reserve	127	-	-
Subtract: Treasury stock	128	-	-
Other comprehensive income	129	-	-
Including: Foreign currency statement conversion difference	130	-	-
Special reserves	131	-	-
Surplus reserves	132	4,542,602.44	4,419,610.74
Including: Statutory reserve fund	133	122,991.70	4,419,610.74
Free reserve fund	134	-	-
Reserve funds	135	-	-
Enterprise development fund	136	-	-
Profit capitalized on return of investment	137	-	-
General risk reserve	138	-	-
Undistributed profit	139	3,797,271.99	2,690,346.79
Total equity belonging to owner of parent company	140	28,339,874.43	27,109,957.53
Minority shareholder's equity	141	-	-
Total equity of owners	142	28,339,874.43	27,109,957.53
Total liabilities and owners' equity	143	80,043,460.28	47,463,177.07

Legal Representative: Zhu Yi (Seal) Accounting Principal: Zhu Yi (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Profit Statement

Prepared by: Jiangsu SOHO Silk Co., Ltd.

Year 2015

Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
Total operating income	1	352,221,035.78	57,317,681.70
including: Operating income	2	352,221,035.78	57,317,681.70
Interest income	3	-	-
Earned premium	4	-	-
Income of poundage and commission	5	-	-
I. Total operating cost	6	350,563,579.93	55,002,493.78
including: Operating cost	7	346,702,185.03	51,447,706.09
Interest expense	8	-	-
Expense of poundage and commission	9	-	-
Surrender value	10	-	-
Net compensation expense	11	-	-
Net insurance contract reserve withdrawal	12	-	-
Policy dividend expense	13	-	-
Amortized reinsurance expenditures	14	-	-
Business tax and surcharges	15	15,105.30	161,461.73
Sales expense	16	3,087,629.97	329,464.15
Management expense	17	459,890.12	213,229.05
including: Research and development expense	18	-	-
Financial expense	19	-515,926.10	-178,693.86
including: Interest expense	20	-	-
Interest income	21	-	-
Net loss of exchange (enter "-" for net earnings)	22	-	-
Asset impairment loss	23	814,695.61	3,029,326.62
Others	24	-	-
Added: Earnings from fair value changes (enter "-" for loss)	25	-	-
Investment earnings (enter "-" for loss)	26	-	-
including: Earnings from investment on cooperative enterprises and joint ventures	27	-	-
Earnings from exchange (enter "-" for loss)	28	-	-
. Operating profit (enter "-" for loss)	29	1,657,455.85	2,315,187.92
Added: Non-operating income	30	-	-
including: Profit from disposal of non-current assets	31	-	-
Profit from exchange of non-monetary assets	32	-	-
Governmental subsidy	33	-	-
Profit from debt restructuring	34	-	-
Deduct: Non-operating expense	35	133.34	2,807.75
including: Loss from disposal of non-current assets	36	133.34	-
Loss from exchange of non-monetary assets	37	-	-
Loss from debt restructuring	38	-	-
Total profit (enter "-" for total loss)	39	1,657,322.51	2,312,380.17
Deduct: Income tax expense	40	427,405.61	-2,546,623.79
Net profit (enter "-" for net loss)	41	1,229,916.90	4,859,003.96
Profit belonging to owner of parent company	42	1,229,916.90	4,859,003.96
Profit and loss of minority shareholders	43	-	-
Net after-tax amount of other comprehensive income	44	-	-
Other comprehensive income which cannot be re-classified as profit and loss later	45	-	-
including: 1. Changes in net liabilities or net assets generated by defined benefit plan upon re-measurement	46	-	-

2. Shares in other comprehensive income of invested unit not re-classifiable to profit and loss as calculated by equity method	47	-	-
(II) Other comprehensive income which will be reclassified as profit and loss later	48	-	-
Including: 1. Shares in other comprehensive income of invested unit re-classifiable to profit and loss as calculated by equity method	49	-	-
2. Profit and loss from change of fair value of available-for-sale financial assets	50	-	-
3. Profit and loss of held-to-maturity investment after classified as available-for-sale financial assets	51	-	-
4. Effective part of profit and loss from cash-flow hedge	52	-	-
5. Foreign currency statement conversion difference	53	-	-
VII. Total comprehensive income	54	1,229,916.90	4,859,003.96
Total comprehensive income belonging to owner of parent company	55	1,229,916.90	4,859,003.96
Total comprehensive income belonging to minority shareholders	56	-	-
VIII. Earnings per share:	57	—	—
Basic earnings per share	58		
Diluted earnings per share	59		

Legal Representative: Zhu Yi (Seal) Accounting Principal: Zhu Yi (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Cash Flow Statement

Prepared by: Jiangsu SOHO Silk Co., Ltd.

Year 2015

Unit: RMB Yuan

Item	Note	Amount of current year	Amount of last year
I. Cash flows from operating activities:			
Cash received from sale of goods or rendering of services		400,597,490.15	82,768,788.34
Net increase of customers' deposit and deposit in other banks		-	-
Net increase of borrowing from central bank		-	-
Net increase in loans from other financial institutions		-	-
Cash received from premium under original insurance contract		-	-
Net cash received from reinsurance		-	-
Net increase in deposit from the insured and investments		-	-
Net increase in disposal of financial assets measured at fair value and the change of which is included into the current profit and loss		-	-
Cash received from interest, poundage and commission		-	-
Net increase in loans from other banks		-	-
Net increase in repurchase		-	-
Refund of tax and levies		48,955,077.71	5,834,633.86
Other cash received relating to operating activities		1,758,722.97	2,835,734.72
Sub-total of cash inflows of operating activities		451,311,290.83	91,439,156.92
Cash paid for goods and services		443,322,055.10	85,480,059.16
Net increase in customers' loans and advance payment		-	-
Net increase in deposit in central bank and other banks		-	-
Cash paid for compensation under original insurance contract		-	-
Cash paid for interest, poundage and commission		-	-
Cash paid for policy dividends		-	-
Cash paid to and on behalf of employees		40,840.40	-
Payments of all types of taxes		1,817,548.03	913,722.73
Other cash paid relating to operating activities		1,745,804.23	9,437,983.87
Sub-total of cash outflows of operating activities		446,926,247.76	95,831,765.76
Net cash flows from operating activities		4,385,043.07	-4,392,608.84
II. Cash flows from investing activities:			
Cash received from disposal of investments		-	-
Net cash received from disposal of fixed assets, intangible assets and other long-term assets		-	-
Net cash received from disposal of subsidiaries and other operating units		-	-
Other cash received relating to investing activities		-	-
Sub-total of cash inflows of investing activities		-	-
Cash paid to acquire fixed assets, intangible assets and other long-term assets		24,814.96	8,247.87
Cash paid to acquire investments		-	-
Net increase in hypothecated loan		-	-
Net cash paid by subsidiaries and other operating units		-	-

Other cash payments relating to investing activities		-	
Sub-total of cash outflows of investing activities		-	
Net cash flows from investing activities		24,814.96	8,247.87
II. Cash flows from financing activities:		-24,814.96	-8,247.87
Cash received from capital contribution			
including: Cash received from minority shareholders'		-	
capital contribution by subsidiaries		-	
Cash received from borrowings		-	
Cash from bond releasing		-	
Other cash received relating to financing activities		-	
Sub-total of cash inflows of financing activities		-	
Cash repayments of amounts borrowed		-	-
Cash payments for interest expenses and distribution of		-	
dividends or profit		66,523.51	60,930.61
including: Subsidiaries' payment of dividends and		-	
profits to minority shareholders		-	
Other cash payments relating to financing activities		-	
Sub-total of cash outflows of financing activities		66,523.51	60,930.61
Net cash flows from financing activities		-66,523.51	-60,930.61
V. Effect of exchange rate changes on cash and			
cash equivalents			267,335.74
VI. Net increase in cash and cash equivalents		4,293,704.60	-4,194,451.58
Add: Opening balance of cash and cash equivalents		959,760.33	5,154,211.91
VII. Closing balance of cash and cash equivalents		5,253,464.93	959,760.33

Legal Representative: Zhu Yi (Seal) Accounting Principal: Zhu Yi (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Statement of Change in Owners' Equity

Prepared by: Jiangsu SOHO Silk Co., Ltd. (Seal)

Item	2015					Total owners' equity
	Stock capital	Capital reserve	Other comprehensive income	Surplus reserve	Undistributed profit	
I. Balance at end of last year	20,000,000.00			4,419,610.74	2,690,346.79	27,109,957.53
Add: Change in accounting policy						
Correction on prior error						
Others						
II. Balance at beginning of current year	20,000,000.00			4,419,610.74	2,690,346.79	27,109,957.53
III. Increase & decrease in current year (decrease in "-")				122,991.70	1,106,925.20	1,229,916.90
(I) Total comprehensive income					1,229,916.90	1,229,916.90
(II) Invested and decreased capitals of the owners						
1. Common stocks invested by the owners						
2. Capitals invested by holders of other equity instruments						
3. Amount of share-based payment recognized in owners' equity						
4. Others						
(III) Profit distribution				122,991.70	-122,991.70	
1. Withdraw surplus reserve				122,991.70	-122,991.70	
2. Distribution to shareholders						
3. Others						
(IV) Internal transfer of shareholders' equity						
1. Capital surplus converted into stock capital						
2. Surplus reserve converted into stock capital						
3. Surplus reserve recover loss						
4. Others						
(V) Special reserve						
1. Withdrawal in current year						
2. Use in current year						
(VI) Other						
IV. Balance at end of current year	20,000,000.00			4,542,602.44	3,797,271.99	28,339,874.43

Accounting Principal: Zhu Yi (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

Legal Representative: Zhu Yi (Seal)

Unit: RMB Yuan

Statement of Change in Owners' Equity

Prepared by: Jiangsu SOHO Silk Co., Ltd. (Seal)

Unit: RMB Yuan

Item	2014					Total owners' equity
	Stock capital	Capital reserve	Other comprehensive income	Surplus reserve	Undistributed profit	
I. Balance at end of last year	20,000,000.00			3,933,710.34	-1,682,756.77	22,250,953.57
Add: Change in accounting policy						
Correction on prior error						
Others						
II. Balance at beginning of current year	20,000,000.00			3,933,710.34	-1,682,756.77	22,250,953.57
III. Increase & decrease in current year (decrease in "-")				485,900.40	4,373,103.56	4,859,003.96
(I) Total comprehensive income					4,859,003.96	4,859,003.96
(II) Invested and decreased capitals of the owners						
1. Common stocks invested by the owners						
2. Capitals invested by holders of other equity instruments						
3. Amount of share-based payment recognized in owners' equity						
4. Others						
(III) Profit distribution						
1. Withdraw surplus reserve				485,900.40	-485,900.40	
2. Distribution to shareholders				485,900.40	-485,900.40	
3. Others						
(IV) Internal transfer of shareholders' equity						
1. Capital surplus converted into stock capital						
2. Surplus reserve converted into stock capital						
3. Surplus reserve recover loss						
4. Others						
(V) Special reserve						
1. Withdrawal in current year						
2. Use in current year						
(VI) Other						
IV. Balance at end of current year	20,000,000.00			4,419,610.74	2,690,346.79	27,109,957.53

Legal Representative: Zhu Yi (Seal)

Accounting Principal: Zhu Yi (Seal)

Principal of Accounting Firm: Zhang Xinping (Seal)

公 证 书

(2017)宁南证经外字第1270号

申请人：江苏苏豪丝绸有限公司，住所：南京市雨花台区
宁南大道48号苏豪国际广场A幢4层401室，法定代表人：徐雨祥，
男，一九六五年十一月八日出生，公民身份号码：32010319651108053X。

公证事项：审计报告

兹证明江苏苏豪丝绸有限公司所持有的《江苏苏豪丝绸有
限公司2015年度审计报告》原件与前面的影印件相符，原件属
实。前面的影印件中所附的英文译本内容与中文原本内容相符。

中华人民共和国江苏省南京市南京公证处

公证员

夏 阳

二〇一七年九月七日



IV26246177

2 Aug 2015

公 证 书

中华人民共和国江苏省南京市南京公证处



00002016040063249793
报告文号: XYZH[2016]NJA20108



江苏苏豪国际集团股份有限公司

2015 年度

审计报告

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审计报告

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审计报告

XYZH/2016NJA20108

江苏苏豪国际集团股份有限公司全体股东:

我们审计了后附的江苏苏豪国际集团股份有限公司(以下简称苏豪国际)合并财务报表,包括2015年12月31日合并及母公司资产负债表,2015年度合并及母公司利润表、合并及母公司现金流量表,合并及母公司股东权益变动表以及合并财务报表附注。

一、管理层对财务报表的责任

编制和公允列报财务报表是苏豪国际管理层的责任,这种责任包括:(1)按照企业会计准则的规定编制财务报表,并使其实现公允反映;(2)设计、执行和维护必要的内部控制,以使财务报表不存在由于舞弊或错误导致的重大错报。

二、注册会计师的责任

我们的责任是在执行审计工作的基础上对财务报表发表审计意见。我们按照中国注册会计师审计准则的规定执行了审计工作。中国注册会计师审计准则要求我们遵守职业道德守则,计划和执行审计工作以对财务报表是否不存在重大错报获取合理保证。

审计工作涉及实施审计程序,以获取有关财务报表金额和披露的审计证据。选择的审计程序取决于注册会计师的判断,包括对由于舞弊或错误导致的财务报表重大错报风险的评估。在进行风险评估时,注册会计师考虑与财务报表编制和公允列报相关的内部控制,以设计恰当的审计程序,但目的并非对内部控制的的有效性发表意见。审计工作还包括评价管理层选用会计政策的恰当性和作出会计估计的合理性,以及评价财务报表的总体列报。

我们相信,我们获取的审计证据是充分、适当的,为发表审计意见提供了基础。

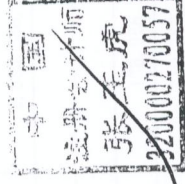
三、审计意见

我们认为，苏豪国际的财务报表在所有重大方面按照企业会计准则的规定编制，公允反映了苏豪国际 2015 年 12 月 31 日的合并及母公司财务状况以及 2015 年度的合并及母公司经营成果和现金流量。



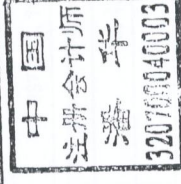
信永中和会计师事务所(特殊普通合伙)

中国注册会计师：



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中国注册会计师：



[Handwritten signature]

中国 南京

二〇一六年四月十七日

合并资产负债表

2015年12月31日

单位: 人民币元

编制单位: 江苏豪国际集团股份有限公司

项 目	行次	年末金额	年初金额
流动资产:	1		
货币资金	2	264,747,424.64	386,402,476.24
以公允价值计量且其变动计入当期损益的金融资产	3	48,000,000.00	48,797,830.00
衍生金融资产	4		
应收票据	5	43,421,168.41	45,577,703.25
应收账款	6	604,651,677.88	773,773,548.75
预付款项	7	455,189,167.10	455,242,481.21
应收利息	8		
应收股利	9		
其他应收款	10	676,390,063.69	142,041,216.74
存货	11	363,681,488.99	507,505,234.44
划分为持有待售的资产	12		
一年内到期的非流动资产	13		
其他流动资产	14	255,134,701.27	192,463,745.78
流动资产合计	15	2,711,215,691.98	2,551,804,236.41
非流动资产:	16		
可供出售金融资产	17	2,389,915,642.97	2,683,388,250.64
持有至到期投资	18		
长期应收款	19		
长期股权投资	20	246,741,634.96	178,958,262.91
投资性房地产	21	148,059,803.00	149,387,434.56
固定资产	22	354,970,256.79	387,212,709.48
在建工程	23	1,002,377.41	7,579,248.25
工程物资	24	7,751.86	8,433.28
固定资产清理	25		
生产性生物资产	26		
油气资产	27		
无形资产	28	55,774,343.20	67,931,164.33
开发支出	29	13,644,293.21	15,986,593.35
商誉	30		
长期待摊费用	31	660,293.99	1,431,662.96
递延所得税资产	32	41,935,401.32	37,718,930.09
其他非流动资产	33		
非流动资产合计	34	3,252,711,798.71	3,529,602,689.85
	35		
	36		
	37		
	38		
	39		
	40		
	41		
资 产 总 计	42	5,963,927,490.69	6,081,406,926.26

武张
印朝

法定代表人:

主管会计工作负责人:

徐习洪

会计机构负责人: 吴峻

合并资产负债表 (续)

2015年12月31日

编制单位:江苏豪蒙国际集团股份有限公司

单位:人民币元

项 目	行次	年末金额	年初金额
流动负债:	43		
短期借款	44	743,700,000.00	219,706,933.19
以公允价值计量且其变动计入当期损益的金融负债	45		
衍生金融负债	46		*
应付票据	47	198,280,000.00	293,407,000.00
应付账款	48	500,428,491.89	723,808,750.26
预收款项	49	709,791,018.57	781,533,952.06
应付职工薪酬	50	19,298,277.63	9,246,368.88
应交税费	51	40,937,344.65	11,706,009.47
应付利息	52	1,229,842.36	368,098.26
应付股利	53	977,856.04	
其他应付款	54	186,619,094.44	232,312,088.80
划分为持有待售的负债	55		
一年内到期的非流动负债	56		
其他流动负债	57	133,326.36	
流动负债合计	58	2,401,395,251.94	2,272,089,200.92
非流动负债:	59		
长期借款	60		
应付债券	61		
长期应付款	62		
长期应付职工薪酬	63		
专项应付款	64	2,300,000.00	2,637,199.70
预计负债	65		
递延收益	66	668,001.44	476,435.57
递延所得税负债	67	594,155,280.68	670,605,749.15
其他非流动负债	68		
非流动负债合计	69	597,123,282.12	673,719,384.42
负 债 合 计	70	2,998,518,534.06	2,945,808,585.34
所有者权益	71		
实收资本	72	529,200,000.00	352,800,000.00
其他权益工具	73		
其中: 优先股	74		
永续债	75		
资本公积	76	22,322,641.62	-25,196,615.53
减: 库存股	77	224,936.62	
其他综合收益	78	1,709,811,132.94	2,007,124,171.51
其中: 外币报表折算差额	79		
专项储备	80		
盈余公积	81	126,232,507.33	102,177,865.71
未分配利润	82	284,186,716.20	350,725,110.83
少数股东权益	83	293,880,895.16	347,967,808.40
所有者权益合计	84	2,965,408,956.63	3,135,698,340.92
负债和所有者权益总计	85	5,963,927,490.69	6,081,406,926.26



法定代表人:

主管会计工作负责人:

徐习洪

会计机构负责人:

吴岐

母公司资产负债表

2015年12月31日

单位: 人民币元

编制单位: 江苏苏豪国际集团股份有限公司

项 目	行次	年末金额	年初金额
流动资产:	1		
货币资金	2	72,796,098.53	225,572,172.14
以公允价值计量且其变动计入当期损益的金融资产	3	48,000,000.00	48,797,830.00
衍生金融资产	4		
应收票据	5	19,092,018.35	8,784,492.05
应收账款	6	451,040,615.36	553,628,353.58
预付款项	7	111,394,237.81	143,779,048.85
应收利息	8		
应收股利	9		
其他应收款	10	792,080,526.26	261,900,599.60
存货	11	37,083,023.39	66,661,598.44
划分为持有待售的资产	12		
一年内到期的非流动资产	13		
其他流动资产	14	175,773,710.84	77,256,039.59
流动资产合计	15	1,707,260,230.54	1,386,380,134.25
非流动资产:	16		
可供出售金融资产	17	2,382,359,792.32	2,675,832,399.99
持有至到期投资	18		
长期应收款	19		
长期股权投资	20	572,035,174.03	574,742,642.62
投资性房地产	21	148,059,803.00	149,387,434.56
固定资产	22	102,652,830.82	106,735,920.99
在建工程	23		
工程物资	24		
固定资产清理	25		
生产性生物资产	26		
油气资产	27		
无形资产	28	13,053,160.95	13,333,874.11
开发支出	29		
商誉	30		
长期待摊费用	31		
递延所得税资产	32	25,709,103.92	24,962,232.93
其他非流动资产	33		
非流动资产合计	34	3,243,869,865.04	3,544,994,505.20
	35		
	36		
	37		
	38		
	39		
	40		
	41		
资产总计	42	4,951,130,095.58	4,931,374,639.45



法定代表人:

徐习洪

主管会计工作负责人:

会计机构负责人:

吴峻

母公司资产负债表 (续)

2015年12月31日

编制单位:江苏豪国际集团股份有限公司

单位:人民币元

项 目	行次	年末金额	年初金额
流动负债:			
短期借款	43		
以公允价值计量且其变动计入当期损益的金融负债	44	640,000,000.00	130,000,000.00
衍生金融负债	45		*
应付票据	46		
应付账款	47	198,280,000.00	293,407,000.00
预收款项	48	371,280,365.99	444,001,237.78
应付职工薪酬	49	182,747,734.30	303,458,854.03
应交税费	50	11,869,015.42	3,110,931.37
应付利息	51	27,407,271.85	22,775,632.28
应付股利	52	1,229,842.36	
其他应付款	53		
划分为持有待售的负债	54	276,890,725.53	307,058,752.99
一年内到期的非流动负债	55		
其他流动负债	56		
流动负债合计	57		
	58	1,709,704,955.45	1,503,812,408.45
非流动负债:	59		
长期借款	60		
应付债券	61		
长期应付款	62		
长期应付职工薪酬	63		
专项应付款	64		
预计负债	65		
递延收益	66		
递延所得税负债	67	594,155,280.68	670,605,749.15
其他非流动负债	68	473,900.00	473,900.00
非流动负债合计	69	594,629,180.68	671,079,649.15
负 债 合 计	70	2,304,334,136.13	2,174,892,057.60
所有者权益	71		
实收资本	72	529,200,000.00	352,800,000.00
其他权益工具	73		
其中:优先股	74		
永续债	75		
资本公积	76	19,411,127.43	19,411,127.43
减:库存股	77		
其他综合收益	78	1,709,811,132.94	2,007,124,171.51
其中:外币报表折算差额	79		
专项储备	80		
盈余公积	81	126,232,507.33	102,177,865.71
未分配利润	82	262,141,191.75	274,969,417.20
所有者权益合计	83	2,646,795,959.45	2,756,482,581.85
负债和所有者权益总计	84	4,951,130,095.58	4,931,374,639.45

武张印朝

法定代表人:

主管会计工作负责人:

徐习洪

会计机构负责人:

吴峻

合并利润表

2015年度

编制单位:江苏苏豪国际集团股份有限公司

单位:人民币元

项目	行次	本年金额	上年金额
一、营业收入	1	5,594,108,076.55	6,501,336,915.80
减:营业成本	2	5,164,501,376.55	6,091,484,725.79
营业税金及附加	3	13,572,843.83	17,649,272.55
销售费用	4	234,095,389.30	213,452,146.92
管理费用	5	130,453,974.97	147,141,512.46
财务费用	6	8,446,726.97	18,746,603.09
资产减值损失	7	33,709,193.28	-10,076,941.82
加:公允价值变动收益(损失以“-”号填列)	8	-1,611,131.56	283,500.00
投资收益(损失以“-”号填列)	9	278,107,334.16	175,091,241.66
其中:对联营企业和合营企业的投资收益	10		
二、营业利润(亏损以“-”号填列)	11	285,824,774.25	198,314,338.47
加:营业外收入	12	13,512,110.05	38,676,451.35
其中:非流动资产处置利得	13	29,894.29	
减:营业外支出	14	1,038,431.30	975,490.71
其中:非流动资产处置损失	15	133.34	51,520.64
三、利润总额(亏损总额以“-”号填列)	16	298,298,453.00	236,015,299.11
减:所得税费用	17	73,290,725.00	38,141,161.18
四、净利润(净亏损以“-”号填列)	18	225,007,728.00	197,874,137.93
五、其他综合收益的税后净额	19	-297,313,038.57	1,163,471,171.33
(一)以后不能重分类进损益的其他综合收益	20	-	-
其中:1.重新计量设定受益计划净负债或净资产的变动	21		
2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份额	22		
(二)以后将重分类进损益的其他综合收益	23	-297,313,038.57	1,163,471,171.33
其中:1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的份额	24	444,634.12	
2.可供出售金融资产公允价值变动损益	25	-297,757,672.69	1,163,471,171.33
3.持有至到期投资重分类为可供出售金融资产损益	26		
4.现金流量套期损益的有效部分	27		
5.外币报表折算差额	28		
六、综合收益总额	29	-72,305,310.57	1,361,345,309.26
七、每股收益:	30	-	-
(一)基本每股收益	31		
(二)稀释每股收益	32		

法定代表人:



主管会计工作负责人:

徐习洪

会计机构负责人:

吴峻

母公司利润表

2015年度

编制单位：江苏豪国际集团股份有限公司

单位：人民币元

项目	行次	本年金额	上年金额
一、营业收入	1	2,103,037,864.61	3,254,693,652.49
减：营业成本	2	1,954,886,084.45	3,066,551,727.96
营业税金及附加	3	9,014,999.72	13,112,843.86
销售费用	4	101,410,091.27	98,735,769.63
管理费用	5	63,959,182.57	66,426,257.65
财务费用	6	4,263,792.40	3,087,538.20
资产减值损失	7	5,419,093.46	-2,828,760.27
加：公允价值变动收益（损失以“-”号填列）	8	-1,611,131.56	283,500.00
投资收益（损失以“-”号填列）	9	333,728,944.96	199,284,657.68
其中：对联营企业和合营企业的投资收益	10		
二、营业利润（亏损以“-”号填列）	11	296,202,434.14	209,176,433.14
加：营业外收入	12	746,533.75	1,681,856.20
其中：非流动资产处置利得	13		
减：营业外支出	14	296,415.76	231,855.95
其中：非流动资产处置损失	15		
三、利润总额（亏损总额以“-”号填列）	16	296,652,552.13	210,626,433.39
减：所得税费用	17	56,263,034.45	40,008,292.79
四、净利润（净亏损以“-”号填列）	18	240,389,517.68	170,618,140.60
五、其他综合收益的税后净额	19	-297,313,038.57	1,163,471,171.33
（一）以后不能重分类进损益的其他综合收益	20	-	-
其中：1.重新计量设定受益计划净负债或净资产的变动	21		
2.权益法下在被投资单位不能重分类进损益的其他综合收益中享有的份额	22		
（二）以后将重分类进损益的其他综合收益	23	-297,313,038.57	1,163,471,171.33
其中：1.权益法下在被投资单位以后将重分类进损益的其他综合收益中享有的份额	24	444,634.12	
2.可供出售金融资产公允价值变动损益	25	-297,757,672.69	1,163,471,171.33
3.持有至到期投资重分类为可供出售金融资产损益	26		
4.现金流量套期损益的有效部分	27		
5.外币报表折算差额	28		
六、综合收益总额	29	-56,923,520.89	1,334,089,311.93
七、每股收益：	30	-	-
（一）基本每股收益	31		
（二）稀释每股收益	32		

法定代表人：

武张印朝

主管会计工作负责人：

徐习洪

会计机构负责人：

吴峻

合并现金流量表

2015年度

编制单位:江苏豪豪国际集团股份有限公司

单位:人民币元

项 目	行次	本金额	上年金额
一、经营活动产生的现金流量:	1		
销售商品、提供劳务收到的现金	2	6,112,190,247.65	6,716,470,423.25
收到的税费返还	3	747,417,334.90	612,861,445.89
收到其他与经营活动有关的现金	4	102,685,053.52	42,658,166.54
经营活动现金流入小计	5	6,962,292,636.07	7,371,990,035.68
购买商品、接受劳务支付的现金	6	6,309,052,372.45	6,745,466,421.16
支付给职工以及为职工支付的现金	7	136,686,441.36	149,232,262.61
支付的各项税费	8	114,080,247.40	78,087,048.35
支付其他与经营活动有关的现金	9	280,677,983.97	305,042,420.17
经营活动现金流出小计	10	6,840,497,045.18	7,277,828,152.29
经营活动产生的现金流量净额	11	121,795,590.89	94,161,883.39
二、投资活动产生的现金流量:	12		
收回投资收到的现金	13	126,271,081.47	195,370,969.11
取得投资收益收到的现金	14	68,225,420.27	163,976,877.64
处置固定资产、无形资产和其他长期资产所收回的现金净额	15	966,020.62	678,990.36
处置子公司及其他营业单位收回的现金净额	16	182,632,188.89	
收到其他与投资活动有关的现金	17	15,957.32	14,139.35
投资活动现金流入小计	18	378,110,668.57	360,040,976.46
购建固定资产、无形资产和其他长期资产所支付的现金	19	37,960,660.55	26,019,653.91
投资支付的现金	20	259,380,090.15	170,566,180.00
取得子公司及其他营业单位支付的现金净额	21	64,228,100.00	
支付其他与投资活动有关的现金	22	542,667,700.00	
投资活动现金流出小计	23	904,236,550.70	196,585,833.91
投资活动产生的现金流量净额	24	-526,125,882.13	163,455,142.55
三、筹资活动产生的现金流量:	25		
吸收投资收到的现金	26		
取得借款所收到的现金	27	781,106,933.19	534,700,092.74
收到其他与筹资活动有关的现金	28		
筹资活动现金流入小计	29	781,106,933.19	534,700,092.74
偿还债务所支付的现金	30	254,213,866.38	611,148,308.09
分配股利、利润或偿付利息所支付的现金	31	108,056,730.69	94,613,171.18
支付其他与筹资活动有关的现金	32	169,300,296.61	135,698,543.52
筹资活动现金流出小计	33	531,570,893.68	841,460,022.79
筹资活动产生的现金流量净额	34	249,536,039.51	-306,759,930.05
四、汇率变动对现金及现金等价物的影响	35	2,469,637.37	-1,775,637.39
五、现金及现金等价物净增加额	36	-152,324,614.36	-50,918,541.50
加:期初现金及现金等价物余额	37	376,501,023.29	427,419,564.79
六、期末现金及现金等价物余额	38	224,176,408.93	376,501,023.29

法定代表人:

武张印朝

主管会计工作负责人:

徐习洪

会计机构负责人:

吴峻

母公司现金流量表

2015年度

编制单位:江苏苏豪国际集团股份有限公司

单位:人民币元

项 目	行次	本年金额	上年金额
一、经营活动产生的现金流量:	1		
销售商品、提供劳务收到的现金	2	2,316,273,353.08	3,345,994,853.21
收到的税费返还	3	236,584,678.13	240,822,451.72
收到其他与经营活动有关的现金	4	24,732,145.66	10,433,323.11
经营活动现金流入小计	5	2,577,590,176.87	3,597,250,628.04
购买商品、接受劳务支付的现金	6	2,353,617,403.04	3,213,421,638.49
支付给职工以及为职工支付的现金	7	69,827,752.78	76,426,268.91
支付的各项税费	8	57,928,987.79	25,377,666.67
支付其他与经营活动有关的现金	9	95,614,528.28	190,405,258.69
经营活动现金流出小计	10	2,576,988,671.89	3,505,630,832.76
经营活动产生的现金流量净额	11	601,504.98	91,619,795.28
二、投资活动产生的现金流量:	12		
收回投资收到的现金	13	329,848,308.12	46,477,045.11
取得投资收益收到的现金	14	81,974,535.61	190,434,609.67
处置固定资产、无形资产和其他长期资产所收回的现金净额	15		54,519.23
处置子公司及其他营业单位收回的现金净额	16		2,960,000.00
收到其他与投资活动有关的现金	17	15,957.32	
投资活动现金流入小计	18	411,838,801.05	239,926,174.01
购建固定资产、无形资产和其他长期资产所支付的现金	19	176,583.60	232,056.85
投资支付的现金	20	323,608,190.15	24,779,680.00
取得子公司及其他营业单位支付的现金净额	21		3,023,900.00
支付其他与投资活动有关的现金	22	542,667,700.00	
投资活动现金流出小计	23	866,452,473.75	28,035,636.85
投资活动产生的现金流量净额	24	-454,613,672.70	211,890,537.16
三、筹资活动产生的现金流量:	25		
吸收投资收到的现金	26		
取得借款所收到的现金	27	690,000,000.00	240,000,000.00
收到其他与筹资活动有关的现金	28		
筹资活动现金流入小计	29	690,000,000.00	240,000,000.00
偿还债务所支付的现金	30	180,000,000.00	320,000,000.00
分配股利、利润或偿付利息所支付的现金	31	79,127,949.16	54,006,688.94
支付其他与筹资活动有关的现金	32	169,275,999.41	135,698,543.52
筹资活动现金流出小计	33	428,403,948.57	509,705,232.46
筹资活动产生的现金流量净额	34	261,596,051.43	-269,705,232.46
四、汇率变动对现金及现金等价物的影响	35		
五、现金及现金等价物净增加额	36	-192,416,116.29	33,805,099.98
加:期初现金及现金等价物余额	37	225,556,214.82	191,751,114.84
六、期末现金及现金等价物余额	38	33,140,098.53	225,556,214.82

武张印朝

法定代表人:

主管会计工作负责人:

徐习洪

会计机构负责人:

吴峻

合并所有者权益变动表
2015年度

项	目	行次	本年金额																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																			
一、上年年末余额	加：会计政策变更	前期差错更正	其他	二、本年初余额	三、本年增减变动金额（减少以“-”号填列）	（一）综合收益总额	（二）所有者投入和减少资本	1. 股份支付计入所有者权益的金额	4. 其他	（三）专项储备提取和使用	1. 提取专项储备	2. 使用专项储备	（四）利润分配	1. 提取盈余公积	其中：法定公积金	任意公积金	= 储备基金	= 企业提取金额	= 净利润弥补	2. 提取一般风险准备	3. 对所有者（或股东）的分配	4. 其他	（五）所有者权益内部结转	1. 资本公积转增资本（或股本）	2. 盈余公积转增资本（或股本）	3. 盈余公积弥补亏损	4. 结转重新计量设定受益计划净负债或净资产所产生的变动	5. 其他	四、本年年末余额																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																																									
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352,800,000.00	-25,196,615.53	-25,196,615.53	2,007,124,171.51	2,007,124,171.51	102,177,865.71	350,725,110.83	347,967,808.40	3,135,598,340.92	3,135,598,340.92	-21,695,074.63	-69,005,085.01	-23,268,999.09	-76,188,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.09	-23,268,999.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单位:人民币元

吴山

会计师事务所负责人:

徐习洪

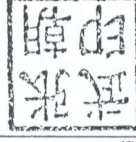
主管会计工作负责人:



法定代表人:

项 目		行次	上年金额																单位：人民币元	
一、上年年末余额			1	2	3	4	5	6	7	8	9	10	11	12	所有者权益合计					
实收资本	其他权益工具	资本公积	减：库存股	其他综合收益	专项储备	盈余公积	△一般风险准备	未分配利润	其他	少数股东权益										

单位: 人民币元



法定代表人:

主管会计工作负责人:

徐习洪

会计机构负责人:

吴斌

项	目	行次	本年金额									
			1	2	3	4	5	6	7	8	9	10
一、上年年末余额	加: 会计政策变更	2										
	前期差错更正	3										
其他												
二、本年初余额			352,800,000.00	19,411,127.43	2,007,124,171.51	102,177,865.71	274,969,417.20	2,756,482,581.85				
三、本年增减变动金额(减少以“-”号填列)	(一) 综合收益总额	4	352,800,000.00	19,411,127.43	2,007,124,171.51	102,177,865.71	274,969,417.20	2,756,482,581.85				
	1. 所有者投入和减少资本	5	176,400,000.00	-	-297,313,038.57	24,054,641.62	-12,828,225.45	-109,686,622.40	-			
	1. 所有者投入的普通股	6	-	-	-	-	-	-	-			
	2. 其他权益工具持有者投入资本	7	-	-	-	-	-	-	-			
	3. 股份支付计入所有者权益的金额	8	-	-	-	-	-	-	-			
	4. 其他	9	-	-	-	-	-	-	-			
(二) 利润分配			-	-	-297,313,038.57	15,689.85	141,208.64	156,898.49	-			
	1. 提取盈余公积	10	-	-	-	-	-	-	-			
	2. 使用专项储备	11	-	-	-	-	-	-	-			
	3. 提取专项储备	12	-	-	-	-	-	-	-			
	4. 其他	13	-	-	-	-	-	-	-			
(三) 专项储备提取和使用			-	-	-	-	-	-	-			
	1. 提取专项储备	14	-	-	-	-	-	-	-			
	2. 使用专项储备	15	-	-	-	-	-	-	-			
(四) 利润分配			176,400,000.00	-	-	24,038,951.77	-253,358,951.77	-229,320,000.00	-			
	1. 提取盈余公积	16	176,400,000.00	-	-	24,038,951.77	-253,358,951.77	-229,320,000.00	-			
	其中: 法定公积金	17	-	-	-	24,038,951.77	-24,038,951.77	-	-			
	任意公积金	18	-	-	-	-	-	-	-			
	储备基金	19	-	-	-	-	-	-	-			
	=企业发展基金	20	-	-	-	-	-	-	-			
	=利润归还投资	21	-	-	-	-	-	-	-			
	2. 提取一般风险准备	22	-	-	-	-	-	-	-			
	3. 对所有者(或股东)的分配	23	176,400,000.00	-	-	-	-	-	-			
	4. 其他	24	-	-	-	-	-	-	-			
	(五) 所有者权益内部结转	25	-	-	-	-	-	-	-			
	1. 资本公积转增资本(或股本)	26	-	-	-	-	-	-	-			
	2. 盈余公积转增资本(或股本)	27	-	-	-	-	-	-	-			
	3. 盈余公积弥补亏损	28	-	-	-	-	-	-	-			
	4. 结转重新计量设定受益计划净负债或净资产所产生的变动	29	-	-	-	-	-	-	-			
	5. 其他	30	-	-	-	-	-	-	-			
四、本年年末余额			529,200,000.00	19,411,127.43	1,709,811,132.94	126,232,507.33	262,141,191.75	2,646,795,959.45				

主管会计工作负责人:

徐习洪

会计机构负责人:

吴晓



母公司所有者权益变动表(续)

2015年度

单位:人民币元

项 目	行次	上年金额										
		1	2	3	4	5	6	7	8	9	10	11
一、上年年末余额	1	352,800,000.00		19,411,127.43		843,653,000.18	85,116,051.65	174,333,090.66				
加: 会计政策变更	2											
前期差错更正	3											
其他	4											
二、本年初余额	4	352,800,000.00	-	19,411,127.43	-	843,653,000.18	85,116,051.65	174,333,090.66	-	-	1,475,313,269.92	
三、本年增减变动金额(减少以“-”号填列)	5	-	-	-	-	1,163,471,171.33	17,061,814.06	100,636,326.54	-	-	1,281,169,311.93	
(一) 综合收益总额	8	-	-	-	-	1,163,471,171.33		170,618,140.60	-	-	1,334,089,311.93	
1. 所有者投入的普通股	10	-	-	-	-	-	-	-	-	-	-	-
2. 其他权益工具持有者投入资本	11	-	-	-	-	-	-	-	-	-	-	-
3. 股份支付计入所有者权益的金额	12	-	-	-	-	-	-	-	-	-	-	-
4. 其他	13	-	-	-	-	-	-	-	-	-	-	-
(三) 专项储备提取和使用	14	-	-	-	-	-	-	-	-	-	-	-
1. 提取专项储备	15	-	-	-	-	-	-	-	-	-	-	-
2. 使用专项储备	16	-	-	-	-	-	-	-	-	-	-	-
(四) 利润分配	17	-	-	-	-	-	-	-	-	-	-	-
1. 提取盈余公积	18	-	-	-	-	-	-	-	-	-	-	-
其中: 法定公积金	19	-	-	-	-	-	-	-	-	-	-	-
任意公积金	20	-	-	-	-	-	-	-	-	-	-	-
=储备基金	21	-	-	-	-	-	-	-	-	-	-	-
=企业发展基金	22	-	-	-	-	-	-	-	-	-	-	-
=利润分配	23	-	-	-	-	-	-	-	-	-	-	-
2. 提取一般风险准备	24	-	-	-	-	-	-	-	-	-	-	-
3. 对所有者(或股东)的分配	25	-	-	-	-	-	-	-	-	-	-	-
4. 其他	26	-	-	-	-	-	-	-	-	-	-	-
(五) 所有者权益内部结转	27	-	-	-	-	-	-	-	-	-	-	-
1. 资本公积转增资本(或股本)	28	-	-	-	-	-	-	-	-	-	-	-
2. 盈余公积转增资本(或股本)	29	-	-	-	-	-	-	-	-	-	-	-
3. 盈余公积弥补亏损	30	-	-	-	-	-	-	-	-	-	-	-
4. 结转重估计量设定受益计划净负债或净资产所产生的变动	31	-	-	-	-	-	-	-	-	-	-	-
5. 其他	32	-	-	-	-	-	-	-	-	-	-	-
四、本年年末余额	33	352,800,000.00	-	19,411,127.43	-	2,007,124,171.51	102,177,865.71	274,969,417.20	-	-	2,756,482,581.85	

编制单位:江苏亚细亚国际股份有限公司

法定代表人:

武张印朝

主管会计工作负责人:

徐习洪

会计机构负责人:

吴峻

Jiangsu SOHO International Group Corp.
2015
Audit Report

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(With the paging seal of ShineWing Certified Public Accountants Nanjing Branch)

Audit Report

XYZH/2016NJA20108

All Shareholders of Jiangsu SOHO International Group Corp.,

We have audited the consolidated financial statements of Jiangsu SOHO International Group Corp. (hereinafter referred to as "SOHO International") attached hereinafter, including the Consolidated Balance Sheet and Balance Sheet of the Parent Company dated December 31, 2015, Consolidated Profit Statement and Profit Statement of the Parent Company, Consolidated Cash Flow Statement and Cash Flow Statement of the Parent Company, Consolidated Statement of Change in Stockholder Equity and Statement of Change in Stockholder Equity of the Parent Company, and Notes to Consolidated Financial Statements of 2015.

I. The Management's Responsibilities for Financial Statements

The management of SOHO International is responsible for preparing and giving a fair presentation on the financial statements. Such responsibility includes: (1) Preparing the financial statements in accordance with Accounting Standards for Business Enterprises, and giving a fair presentation on them. (2) Designing, implementing and maintaining necessary internal control to avoid any material misstatement in financial statements caused due to fraud or error.

II. Responsibilities of Certified Public Accountants

Our responsibility is to express auditing opinions on financial statements on the basis of our audit work. Our audit work was conducted in accordance with Auditing Standards for Chinese Certified Public Accountants, which requires that we prepare and conduct audit in accordance with the code of ethics so as to reasonably ascertain whether there is any material misstatement in financial statements.

Our audit work included the implementation of auditing procedures so as to obtain the auditing evidences concerning financial statements' amounts and disclosures. The selection of auditing procedures depends on certified public accountants' judgment, including the evaluation of the risk that financial statements may include material misstatements due to fraud or mistake. During risk evaluation, we also gave consideration to the internal control related to the preparation of financial statements so as to design appropriate auditing procedures, but such consideration did not aim to express opinions on the effectiveness of the internal control. Our audit work also included the evaluation of the appropriateness of the accounting policies adopted and the rationality of the accounting estimates made by the management as well as the evaluation of the overall reflections of financial statements.

We believe that we have obtained adequate and appropriate auditing evidences, which serve as the basis for us to express auditing opinions.

III. Auditing Opinions

We think that the financial statements of SOHO International were prepared in accordance with Accounting Standards for Business Enterprises on all the major fronts, and gave a fair presentation on the consolidated financial status and financial status of the Parent Company on December 31, 2015 as well as consolidated operating results and cash flow, and operating results and cash flow of the Parent Company of 2015 of SOHO International.

ShineWing Certified Public Accountants
(Special General Partnership) Nanjing
Branch (Seal)

Chinese CPA: Zhang Yuhu (signature)
(With the seal of Chinese CPA, Zhang Yuhu,
320000270057)
Chinese CPA: Pan Hua (signature)
(With the seal of Chinese CPA, Pan Hua,
3207000400003)

Nanjing, China

April 27, 2016

Consolidated Balance Sheet

Prepared by: Jiangsu SOHO International Group Corp. (Seal) December 31, 2015 Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current assets:	1		
Monetary capital	2	264,747,424.64	386,402,476.24
Financial assets measured at fair value and the change of which is included into the current profit and loss	3	48,000,000.00	48,797,830.00
Derivative financial assets	4		
Notes receivable	5	43,421,168.41	45,577,703.25
Accounts receivable	6	604,651,677.88	773,773,548.75
Accounts prepaid	7	455,189,167.10	455,242,481.21
Interests receivable	8		
Dividends receivable	9		
Other receivables	10	676,390,063.69	142,041,216.74
Inventory	11	363,681,488.99	507,505,234.44
Assets held and to be sold	12		
Non-current assets due within 1 year	13		
Other current assets	14	255,134,701.27	192,463,745.78
Total current assets	15	2,711,215,691.98	2,551,804,236.41
Non-current assets:	16		
Available-for-sale financial assets	17	2,389,915,642.97	2,683,388,250.64
Held-to-maturity investment	18		
Long-term receivables	19		
Long-term equity investments	20	246,741,634.96	178,958,262.91
Investment real estate	21	148,059,803.00	149,387,434.56
Fixed assets	22	354,970,256.79	387,212,709.48
Construction in progress	23	1,002,377.41	7,579,248.25
Construction materials	24	7,751.86	8,433.28
Disposal of fixed asset	25		
Productive biological assets	26		
Oil and gas assets	27		
Intangible assets	28	55,774,343.20	67,931,164.33
Development expenditure	29	13,644,293.21	15,986,593.35
Goodwill	30		
Long-term deferred expenses	31	660,293.99	1,431,662.96
Deferred income tax assets	32	41,935,401.32	37,718,930.09
Other non-current assets	33		
Total non-current assets	34	3,252,711,798.71	3,529,602,689.85
Total assets	42	5,963,927,490.69	6,081,406,926.26

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Consolidated Balance Sheet (Continued)

Prepared by: Jiangsu SOHO International Group Corp. (Seal) December 31, 2015 Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current liabilities:	43		
Short-term borrowing	44	743,700,000.00	219,706,933.19
Financial liabilities measured at fair value and the change of which is included into the current profit and loss	45		
Derivative financial liabilities	46		
Notes payable	47	198,280,000.00	293,407,000.00
Accounts payable	48	500,428,491.89	723,808,750.26
Advance collection	49	709,791,018.57	781,533,952.06
Employees' remuneration payable	50	19,298,277.63	9,246,368.88
Taxes and charges payable	51	40,937,344.65	11,706,009.47
Interests payable	52	1,229,842.36	368,098.26
Dividends payable	53	977,856.04	
Other payables	54	186,619,094.44	232,312,088.80
Liabilities held and to be sold	55		
Non-current liabilities due within 1 year	56		
Other current liabilities	57	133,326.36	
Total current liabilities	58	2,401,395,251.94	2,272,089,200.92
Non-current liabilities:	59		
Long-term borrowing	60		
Bonds payable	61		
Long-term payables	62		
Long-term employees' remuneration payable	63		
Special payables	64	2,300,000.00	2,637,199.70
Estimated liabilities	65		
Deferred income	66	668,001.44	476,435.57
Deferred income tax liabilities	67	594,155,280.68	670,605,749.15
Other non-current liabilities	68		
Total non-current liabilities	69	597,123,282.12	673,719,384.42
Total liabilities	70	2,998,518,534.06	2,945,808,585.34
Owners' equity	71		
Paid-in capital	72	529,200,000.00	352,800,000.00
Other equity instrument	73		
Including: Preferred stock	74		
Perpetual capital securities	75		
Capital reserve	76	22,322,641.62	-25,196,615.53
Subtract: Treasury stock	77	224,936.62	
Other comprehensive income	78	1,709,811,132.94	2,007,124,171.51
Including: Foreign currency statement conversion difference	79		
Special reserves	80		
Surplus reserves	81	126,232,507.33	102,177,865.71
Undistributed profit	82	284,186,716.20	350,725,110.83
Minority shareholder's equity	83	293,880,895.16	347,967,808.40
Total equity of owners	84	2,965,408,956.63	3,135,598,340.92
Total liabilities and owners' equity	85	5,963,927,490.69	6,081,406,926.26

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Balance Sheet of the Parent Company

Prepared by: Jiangsu SOHO International Group Corp. (Seal) December 31, 2015 Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current assets:	1		
Monetary capital	2	72,796,098.53	225,572,172.14
Financial assets measured at fair value and the change of which is included into the current profit and loss	3	48,000,000.00	48,797,830.00
Derivative financial assets	4		
Notes receivable	5	19,092,018.35	8,784,492.05
Accounts receivable	6	451,040,615.36	553,628,353.58
Accounts prepaid	7	111,394,237.81	143,779,048.85
Interests receivable	8		
Dividends receivable	9		
Other receivables	10	792,080,526.26	261,900,599.60
Inventory	11	37,083,023.39	66,661,598.44
Assets held and to be sold	12		
Non-current assets due within 1 year	13		
Other current assets	14	175,773,710.84	77,256,039.59
Total current assets	15	1,707,260,230.54	1,386,380,134.25
Non-current assets:	16		
Available-for-sale financial assets	17	2,382,359,792.32	2,675,832,399.99
Held-to-maturity investment	18		
Long-term receivables	19		
Long-term equity investments	20	572,035,174.03	574,742,642.62
Investment real estate	21	148,059,803.00	149,387,434.56
Fixed assets	22	102,652,830.82	106,735,920.99
Construction in progress	23		
Construction materials	24		
Disposal of fixed asset	25		
Productive biological assets	26		
Oil and gas assets	27		
Intangible assets	28	13,053,160.95	13,333,874.11
Development expenditure	29		
Goodwill	30		
Long-term deferred expenses	31		
Deferred income tax assets	32	25,709,103.92	24,962,232.93
Other non-current assets	33		
Total non-current assets	34	3,243,869,865.04	3,544,994,505.20
Total assets	42	4,951,130,095.58	4,931,374,639.45

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Balance Sheet of the Parent Company (Continued)

Prepared by: Jiangsu SOHO International Group Corp. (Seal) December 31, 2015 Unit: RMB Yuan

Item	Line	Year-end amount	Year-beginning amount
Current liabilities:	43		
Short-term borrowing	44	640,000,000.00	130,000,000.00
Financial liabilities measured at fair value and the change of which is included into the current profit and loss	45		
Derivative financial liabilities	46		
Notes payable	47	198,280,000.00	293,407,000.00
Accounts payable	48	371,280,365.99	444,001,237.78
Advance collection	49	182,747,734.30	303,458,854.03
Employees' remuneration payable	50	11,869,015.42	3,110,931.37
Taxes and charges payable	51	27,407,271.85	22,775,632.28
Interests payable	52	1,229,842.36	
Dividends payable	53		
Other payables	54	276,890,725.53	307,058,752.99
Liabilities held and to be sold	55		
Non-current liabilities due within 1 year	56		
Other current liabilities	57		
Total current liabilities	58	1,709,704,955.45	1,503,812,408.45
Non-current liabilities:	59		
Long-term borrowing	60		
Bonds payable	61		
Long-term payables	62		
Long-term employees' remuneration payable	63		
Special payables	64		
Estimated liabilities	65		
Deferred income	66		
Deferred income tax liabilities	67	594,155,280.68	670,605,749.15
Other non-current liabilities	68	473,900.00	473,900.00
Total non-current liabilities	69	594,629,180.68	671,079,649.15
Total liabilities	70	2,304,334,136.13	2,174,892,057.60
Owners' equity	71		
Paid-in capital	72	529,200,000.00	352,800,000.00
Other equity instrument	73		
Including: Preferred stock	74		
Perpetual capital securities	75		
Capital reserve	76	19,411,127.43	19,411,127.43
Subtract: Treasury stock	77		
Other comprehensive income	78	1,709,811,132.94	2,007,124,171.51
Including: Foreign currency statement conversion difference	79		
Special reserves	80		
Surplus reserves	81	126,232,507.33	102,177,865.71
Undistributed profit	82	262,141,191.75	274,969,417.20
Total equity of owners	83	2,646,795,959.45	2,756,482,581.85
Total liabilities and owners' equity	84	4,951,130,095.58	4,931,374,639.45

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Consolidated Profit Statement

Prepared by: Jiangsu SOHO International Group Corp. (Seal) Year 2015 Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
Operating income			
Operating cost	1	5,594,108,076.55	6,501,336,915.80
Business tax and surcharges	2	5,164,501,376.55	6,091,484,725.79
Debt expense	3	13,572,843.83	17,649,272.55
Management expense	4	234,095,389.30	213,452,146.92
Financial expense	5	130,453,974.97	147,141,512.46
Asset impairment loss	6	8,446,726.97	18,746,603.09
Net impairment loss	7	33,709,193.28	-10,076,941.82
Net impairment loss	8	-1,611,131.56	283,500.00
Net impairment loss	9	278,107,334.16	175,091,241.66
Net impairment loss	10		
Net impairment loss	11	285,824,774.25	198,314,338.47
Net impairment loss	12	13,512,110.05	38,676,451.35
Net impairment loss	13	29,894.29	
Net impairment loss	14	1,038,431.30	975,490.71
Net impairment loss	15	133.34	51,520.64
Net impairment loss	16	298,298,453.00	236,015,299.11
Net impairment loss	17	73,290,725.00	38,141,161.18
Net impairment loss	18	225,007,728.00	197,874,137.93
Net impairment loss	19	-297,313,038.57	1,163,471,171.33
Net impairment loss	20	-	-
Net impairment loss	21		
Net impairment loss	22		
Net impairment loss	23	-297,313,038.57	1,163,471,171.33
Net impairment loss	24	444,634.12	
Net impairment loss	25	-297,757,672.69	1,163,471,171.33
Net impairment loss	26		
Net impairment loss	27		
Net impairment loss	28		
Net impairment loss	29	-72,305,310.57	1,361,345,309.26
II. Total comprehensive income			
II. Earnings per share:			
Basic earnings per share	30	-	-
Diluted earnings per share	31		
Diluted earnings per share	32		

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Profit Statement of the Parent Company

Prepared by: Jiangsu SOHO International Group Corp. (Seal) Year 2015 Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
I. Operating income	1	2,103,037,864.61	3,254,693,652.49
Subtract: Operating cost	2	1,954,886,084.45	3,066,551,727.96
Business tax and surcharges	3	9,014,999.72*	13,112,843.86
Sales expense	4	101,410,091.27	98,735,769.63
Management expense	5	63,959,182.57	66,426,267.65
Financial expense	6	4,263,792.40	3,087,538.20
Asset impairment loss	7	5,419,093.46	-2,828,760.27
Add: Earnings from fair value changes (enter "-" for loss)	8	-1,611,131.56	283,500.00
Investment earnings (enter "-" for loss)	9	333,728,944.96	199,284,657.68
Including: Earnings from investment on cooperative enterprises and joint ventures	10		
I. Operating profit (enter "-" for loss)	11	296,202,434.14	209,176,433.14
Add: Non-operating income	12	746,533.75	1,681,856.20
Including: Profit from disposal of non-current assets	13		
Subtract: Non-operating expense	14	296,415.76	231,855.95
Including: Loss from disposal of non-current assets	15		
II. Total profit (enter "-" for total loss)	16	296,662,552.13	210,626,433.39
Subtract: Income tax expense	17	56,263,034.45	40,008,292.79
V. Net profit (enter "-" for net loss)	18	240,389,517.68	170,618,140.60
VI. Net after-tax amount of other comprehensive income	19	-297,313,038.57	1,163,471,171.33
Other comprehensive income which cannot be re-classified as profit and loss later	20	-	-
Including: 1. Changes in net liabilities or net assets generated by the benefit plan upon re-measurement	21		
Shares in other comprehensive income of invested unit not re-classifiable to profit and loss as calculated by equity method	22		
Other comprehensive income which will be reclassified to profit and loss later	23	-297,313,038.57	1,163,471,171.33
Including: 1. Shares in other comprehensive income of invested unit re-classifiable to profit and loss as calculated by equity method	24	444,634.12	
Profit and loss from change of fair value of available-for-sale financial assets	25	-297,757,672.69	1,163,471,171.33
Profit and loss of held-to-maturity investment after classified as available-for-sale financial assets	26		
Effective part of profit and loss from cash-flow hedge	27		
Foreign currency statement conversion difference	28		
Total comprehensive income	29	-56,923,520.89	1,334,089,311.93
I. Earnings per share:	30	—	—
Basic earnings per share	31		
Diluted earnings per share	32		

Prepared by: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Consolidated Cash Flow Statement

Prepared by: Jiangsu SOHO International Group Corp. (Seal) Year 2015 Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
I. Cash flows from operating activities:	1		
Cash received from sale of goods or rendering of services	2	6,112,190,247.65	6,716,470,423.25
Refund of tax and levies	3	747,417,334.90	612,861,445.89
Other cash received relating to operating activities	4	102,685,053.52	42,658,166.54
Sub-total of cash inflows of operating activities	5	6,962,292,636.07	7,371,990,035.68
Cash paid for goods and services	6	6,309,052,372.45	6,745,466,421.16
Cash paid to and on behalf of employees	7	136,686,441.36	149,232,262.61
Payments of all types of taxes	8	114,080,247.40	78,087,048.35
Other cash paid relating to operating activities	9	280,677,983.97	305,042,420.17
Sub-total of cash outflows of operating activities	10	6,840,497,045.18	7,277,828,152.29
Net cash flows from operating activities	11	121,795,590.89	94,161,882.39
II. Cash flows from investing activities:	12		
Cash received from disposal of investments	13	126,271,081.47	195,370,969.11
Cash received from returns on investments	14	68,225,420.27	163,976,877.64
Net cash received from disposal of fixed assets, intangible assets and other long-term assets	15	966,020.62	678,990.36
Net cash received from disposal of subsidiaries and other operating units	16	182,632,188.89	
Other cash received relating to investing activities	17	15,957.32	14,139.35
Sub-total of cash inflows of investing activities	18	378,110,668.57	360,040,976.46
Cash paid to acquire fixed assets, intangible assets and other long-term assets	19	37,960,660.55	26,019,653.91
Cash paid to acquire investments	20	259,380,090.15	170,566,180.00
Net cash paid by subsidiaries and other operating units	21	64,228,100.00	
Other cash payments relating to investing activities	22	542,667,700.00	
Sub-total of cash outflows of investing activities	23	904,236,550.70	196,585,833.91
Net cash flows from investing activities	24	-526,125,882.13	163,455,142.55
I. Cash flows from financing activities:	25		
Cash received from capital contribution	26		
Cash received from borrowings	27	781,106,933.19	534,700,092.74
Other cash received relating to financing activities	28		
Sub-total of cash inflows of financing activities	29	781,106,933.19	534,700,092.74
Cash repayments of amounts borrowed	30	254,213,866.38	611,148,308.09
Cash payments for interest expenses and distribution of dividends or profit	31	108,056,730.69	94,613,171.18
Other cash payments relating to financing activities	32	169,300,296.61	135,698,543.52
Sub-total of cash outflows of financing activities	33	531,570,893.68	841,460,022.79
Net cash flows from financing activities	34	249,536,039.51	-306,759,930.05
Effect of exchange rate changes on cash and cash equivalents	35	2,469,637.37	-1,775,637.39
Net increase in cash and cash equivalents	36	-152,324,614.36	-50,918,541.50
Opening balance of cash and cash equivalents	37	376,501,023.29	427,419,564.79
Closing balance of cash and cash equivalents	38	224,176,408.93	376,501,023.29

Legal Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Cash Flow Statement of the Parent Company

Prepared by: Jiangsu SOHO International Group Corp. (Seal) Year 2015 Unit: RMB Yuan

Item	Line	Amount of current year	Amount of last year
I. I. Cash flows from operating activities:	1		
cash received from sale of goods or rendering of services	2	2,316,273,353.08	3,345,994,853.21
refund of tax and levies	3	236,584,678.13	240,822,451.72
other cash received relating to operating activities	4	24,732,145.66	10,433,323.11
Sub-total of cash inflows of operating activities	5	2,577,590,176.87	3,597,250,628.04
cash paid for goods and services	6	2,353,617,403.04	3,213,421,638.49
cash paid to and on behalf of employees	7	69,827,752.78	76,426,268.91
payments of all types of taxes	8	57,928,987.79	25,377,666.67
other cash paid relating to operating activities	9	95,614,528.28	190,405,258.69
Sub-total of cash outflows of operating activities	10	2,576,988,671.89	3,505,630,832.76
Net cash flows from operating activities	11	601,504.98	91,619,795.28
I. II. Cash flows from investing activities:	12		
cash received from disposal of investments	13	329,848,308.12	46,477,045.11
cash received from returns on investments	14	81,974,535.61	190,434,609.67
cash received from disposal of fixed assets, intangible assets and other long-term assets	15		54,519.23
cash received from disposal of subsidiaries and other operating units	16		2,960,000.00
other cash received relating to investing activities	17	15,957.32	
Sub-total of cash inflows of investing activities	18	411,838,801.05	239,926,174.01
cash paid to acquire fixed assets, intangible assets and other long-term assets	19	176,583.60	232,056.85
cash paid to acquire investments	20	323,608,190.15	24,779,680.00
cash paid by subsidiaries and other operating units	21		3,023,900.00
other cash payments relating to investing activities	22	542,667,700.00	
Sub-total of cash outflows of investing activities	23	866,452,473.75	28,035,636.85
Net cash flows from investing activities	24	-454,613,672.70	211,890,537.16
Cash flows from financing activities:	25		
cash received from capital contribution	26		
cash received from borrowings	27	690,000,000.00	240,000,000.00
other cash received relating to financing activities	28		
Sub-total of cash inflows of financing activities	29	690,000,000.00	240,000,000.00
repayments of amounts borrowed	30	180,000,000.00	320,000,000.00
payments for interest expenses and distribution of dividends or profit	31	79,127,949.16	54,006,688.94
other cash payments relating to financing activities	32	169,275,999.41	135,698,543.52
Sub-total of cash outflows of financing activities	33	428,403,948.57	509,705,232.46
Net cash flows from financing activities	34	261,596,051.43	-269,705,232.46
Effect of exchange rate changes on cash and cash equivalents	35		
Net increase in cash and cash equivalents	36	-192,416,116.29	33,805,099.98
Opening balance of cash and cash equivalents	37	225,556,214.82	191,751,114.84
Closing balance of cash and cash equivalents	38	33,140,098.53	225,556,214.82

Representative: Zhang Chaowu (Seal) Accounting Principal: Xu Xihong (Seal)

Accounting Firm: Wu Jun (Seal)

Amount in current year

Item	Line	Paid-in capital	Other equity instruments	Capital reserve	Less: Treasury stock	Other comprehensive income	Special reserve	Surplus reserve	General risk reserve	Undistributed profit	Others	Minority interest	Total owners' equity
I. Balance at end of last year	1	352,800,000.00		-25,196,615.53		2,007,124,171.51	102,177,865.71	350,725,110.83		347,967,808.40		3,135,598,340.92	
Add: Change in accounting policy	2												
Correction on prior error	3												
Others													
II. Balance at beginning of current year	4	352,800,000.00		-25,196,615.53		2,007,124,171.51	102,177,865.71	350,725,110.83		347,967,808.40		3,135,598,340.92	
III. Increase & decrease in current year (decrease in "-")	5	176,400,000.00		47,519,257.15		-297,313,038.57	24,054,641.62	-66,528,394.63		-54,086,913.24		-170,189,381.29	
(I) Total comprehensive income	8												
(II) Invested and decreased capitals of the owners	9												
1. Common stocks invested by the owners	10			47,519,267.15		224,936.62	15,689.85	186,820,557.14		38,187,170.86		-72,305,310.57	
2. Capitals invested by holders of other equity instruments													
3. Amount of share-based payment recognized in owners' equity													
4. Others	11												
(III) Withdraw and use special reserves	12			47,519,257.15		224,936.62	15,689.05			-69,005,085.01		-21,695,074.63	
1. Withdraw special reserves	13												
2. Use special reserves	14												
(IV) Profit distribution	15												
1. Withdraw surplus reserve	16	176,400,000.00											
In which: Statutory surplus reserve	17												
Free reserve fund	18												
Reserve fund	19												
Enterprise development fund	20												
Profit capitalized on return of investment	21												
Withdraw general risk reserve	22												
Distribution to owners (or shareholders)	23												
Others	24	176,400,000.00											
(V) Internal transfer of owners' equity	25												
1. Capital surplus converted into capital (or stock capital)	26												
2. Surplus reserve converted into capital (or stock capital)	27												
Surplus reserve recover loss	28												
Carry over changes in net liabilities or net assets generated by the benefit plan upon re-measurement	29												
Others	30												
IV. Balance at end of current year	31	529,200,000.00		22,322,641.62		1,709,811,132.94	126,232,507.33	284,186,716.20		293,880,895.16		2,965,408,956.63	

Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Line	Item	Amount in previous year											
		1	2	3	4	5	6	7	8	9	10	11	12
I	Balance at end of last year	352,800,000.00	-21,114,994.89	843,653,000.18	85,116,051.65	255,320,169.76	351,387,924.76	1,867,162,151.46					
	Add: Change in accounting policy												
	Correction on prior error												
	Others												
II	Balance at beginning of current year	352,800,000.00	-21,114,994.89	843,653,000.18	85,116,051.65	255,320,169.76	351,387,924.76	1,867,162,151.46					
III	Increase & decrease in current year (decrease in "-")												
5	(I) Total comprehensive income		-4,081,620.64	1,163,471,171.33	17,061,814.06	95,404,941.07	-3,420,116.36	1,268,436,189.46					
8	(II) Invested and decreased capitals of the owners			1,163,471,171.33									
9	1. Common stocks invested by the owners												
10	2. Capitals invested by holders of other equity instruments												
	3. Amount of share-based payment recognized in owners' equity												
11	4. Others												
12	(III) Withdraw and use special reserves		-4,081,620.64										
13	1. Withdraw special reserves												
14	2. Use special reserves												
15	(IV) Profit distribution												
16	1. Withdraw surplus reserve												
17	In which: Statutory surplus reserve												
18	Free reserve fund												
19	#Reserve fund												
20	#Enterprise development fund												
21	#Profit capitalized on return of investment												
22	2. Withdraw general risk reserve												
23	3. Distribution to owners (or shareholders)												
24	4. Others												
25	(V) Internal transfer of owners' equity												
26	1. Capital surplus converted into capital (or stock capital)												
27	2. Surplus reserve converted into capital (or stock capital)												
28	3. Surplus reserve recover loss												
29	4. Carry over changes in net liabilities or net assets generated by the benefit plan upon re-measurement												
30	5. Others												
31	IV. Balance at end of current year	352,800,000.00	-25,196,615.53	2,007,124,171.51	102,177,865.71	350,725,110.83	347,967,808.40	3,135,598,340.92					

Legal Representative: Zhang Chaowu (Seal)

Accounting Principal: Xu Xihong (Seal)

Principal of Accounting Firm: Wu Jun (Seal)

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Investment Contribution

No	Particular	US\$'000	Total US\$'000
1	Cash	300	300
2	Office Equipment (Local Purchase)	53	53
3	Operating Machinery (To Be Imported)	842	842
	Total		1,195

*နိုင်ငံခြား ရင်းနှီး မြှုပ်နှံမှု မတည်ငွေရင်းအား ၁ နှစ်အတွင်း ယူဆောင်လာပါမည်။
Depreciation 15%

No	Particular	US\$'000	Total US\$'000
1	Office Equipment (Local Purchase)		8
2	Operating Machinery (To Be Imported)		126
	Total		134

အခွန်ကင်းလွတ်ခွင့် သို့မဟုတ် သက်သာခွင့်လျှောက်ထားလွှာ

သို့

ဥက္ကဋ္ဌ

မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုကော်မရှင်

စာအမှတ်၊

ရက်စွဲ ၂၀၁၇ ခုနှစ်၊ နိုဝင်ဘာလ ၂၉ ရက်

အကြောင်းအရာ။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေအရအခွန်ကင်းလွတ်ခွင့် သို့မဟုတ် သက်သာခွင့် လျှောက်ထားခြင်း

ကျွန်တော်/ကျွန်မသည် မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု ဥပဒေပုဒ်မ ၇၄ အရအခွန်ကင်းလွတ်ခွင့်သို့မဟုတ် သက်သာခွင့်များခံစားခွင့်ရရှိရေးအတွက် အောက်ပါဖော်ပြပါအချက်များအားဖြည့်စွက်၍လျှောက်ထားအပ်ပါသည်။

၁။ ရင်းနှီးမြှုပ်နှံသူ၏

(က) အမည်

Mr .Huang TianShu

(ခ) ကုမ္ပဏီအမည်

Jiangsu Soho (Myanmar) Industry Co.,Ltd

(ဂ) လုပ်ငန်းအမျိုးအစား

CMP စနစ်ဖြင့်အဝတ်အထည်အမျိုးမျိုး
ချုပ်လုပ်ခြင်းလုပ်ငန်း

(ဃ) ခွင့်ပြုမိန့်အမှတ် သို့မဟုတ် အတည်ပြု

လျှောက်ထားဆဲဖြစ်ပါသည်။

မိန့်အမှတ် (လျှောက်ထားဆဲဖြစ်ပါက

လျှောက်ထားဆဲဖြစ်ကြောင်းဖော်ပြရန်)

၂။ရင်းနှီးမြှုပ်နှံသူကိုယ်တိုင်လျှောက်ထားခြင်း

မဟုတ်ပါကလျှောက်ထားသူ၏

(က) ဆက်သွယ်ရမည့်ပုဂ္ဂိုလ်အမည်

ဒေါ်ရွှေပြည့်အိမ်

(ခ) နိုင်ငံသားစိစစ်ရေးကတ်/

၁၂/ဗဟန(နိုင်) ၀၉၉၇၅၀

နိုင်ငံကူးလက်မှတ် အမှတ်

၃။ တည်ဆောက်မှုကာလ/ပြင်ဆင်မှုကာလ

၁နှစ်နှင့်ခြောက်လ

၄။ စီးပွားဖြစ်စတင်ဆောင်ရွက်သည့်နေ့

၅။ အောက်ပါအခွန်ကင်းလွတ်ခွင့်သို့ မဟုတ်သက်သာခွင့်ကိုခံစားခွင့်ပြုနိုင်ပါရန်လျှောက်ထားအပ်ပါသည်-

(က) မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၅(က) ပါဝင်ငွေခွန်ကင်းလွတ်ခွင့်

(-) ဥပဒေပုဒ်မ ၇၅ (က) အရ ဥနှစ် ဝင်ငွေခွန် ကင်းလွတ်ခွင့်

မှတ်ချက်။ မိမိလျှောက်ထားလိုသည့် ကင်းလွတ်ခွင့်နှင့် သက်သာခွင့်များကိုဖော်ပြရန်

၆။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၅(က) (ဇုန်-၃)၊ မြေတိုင်းရပ်ကွက်အမှတ်(၂၅)
ဆိုပါကနည်းဥပဒေနှင့်အညီလုပ်ငန်း မြေကွက်အမှတ်(၉၃+၉၄+၉၅)အနက်
မှအမှတ်(၉၅)ရွှေလင်ပန်း စက်မှုမြို့၊
လှိုင်သာယာမြို့နယ်။

ဆောင်ရွက်နေသည့်ဇုန်နေရာသို့မဟုတ်
နည်းဥပဒေနှင့်အညီတွက်ချက်ထားသော
ရင်းနှီးမြှုပ်နှံမှု လုပ်ငန်းတန်ဖိုးငွေရာခိုင်နှုန်း
အထက်အားရင်းနှီးမြှုပ်နှံထားသည့်သို့မဟုတ်
လုပ်ငန်းဆောင်ရွက်နေသည့်ဇုန်နေရာကို
ဖော်ပြပေးရန်။

၇။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၇ (က) နှင့်(ဃ)ကိုလျှောက်ထားမည်ဆိုပါကနည်းဥပဒေ ၈၄ ပါအ
ချက်အလက်များကိုဇယား(၁)တွင်ဖြည့်စွက်ရန်။

၈။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေ ၇၇(ခ)အရအခွန်ကင်းလွတ်ခွင့်နှင့်သက်သာခွင့်လျှောက်ထားမည်ဆိုပါ
ကဇယား(၂)နှင့်အောက်ပါအချက်အလက်များကိုဖော်ပြပေးအပ်ရန်-

(က) ရင်းနှီးမြှုပ်နှံမှုလုပ်ငန်းမှ ရရှိမည့်	<u>USD 1,225,000</u>
တစ်နှစ်စာမျှော်မှန်းဝင်ငွေ	
(ခ) ပို့ကုန်များရရှိသောတစ်နှစ်စာ	<u>USD 1,225,000</u>
နိုင်ငံခြားငွေ	

၉။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၈(က)အရကင်းလွတ်ခွင့်နှင့်သက်သာခွင့်လျှောက်ထားမည်
ဆိုပါကနည်းဥပဒေ ၉၉နှင့်အညီတစ်ဖက်ပါအချက်အလက်များကိုဖော်ပြပေးအပ်ရန်-

(က) မည်သည့်ဘဏ္ဍာနှစ်တွင်ရရှိခဲ့သည့်
အမြတ်ငွေဖြစ်ကြောင်းဖော်ပြရန်။

(ခ)မည်သည့်ဘဏ္ဍာနှစ်အတွင်းပြန်လည်

ရင်းနှီးမြှုပ်နှံလိုကြောင်းဖော်ပြရန်။

(ဂ) ပြန်လည်ရင်းနှီးမြှုပ်နှံမည့်ပမာဏ

ကိုဖော်ပြပေးရန်။

၁၀။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၈(ခ)အရကင်းလွတ်ခွင့်နှင့်သက်သာခွင့်လျှောက်ထားမည်ဆို

ပါကအောက်ပါအချက်အလက်များကိုဖော်ပြပေးအပ်ရန်-

(က) နိုင်ငံတော်၏ သက်ဆိုင်ရာဥပဒေများအရခွင့်ပြုထားသည့် ပစ္စည်းတန်ဖိုးလျှော့တွင်နှုန်းထားနှင့် ၎င်း
နှုန်းထား၏ ၁.၅ဆနှင့်တူညီသည့် ပစ္စည်းတန်ဖိုးလျှော့တွင်နှုန်းထားတို့ကို ယှဉ်တွဲတွက်ချက် ဖော်ပြထား
သည့်ပစ္စည်းတန်ဖိုးလျှော့တွင်နှုန်းထား တွက်ချက်မှုကို ပူးတွဲတင်ပြရန်။

ပူးတွဲပါအားကြည့်ပါ။

(ခ) ရင်းနှီးမြှုပ်နှံသူပစ္စည်းတန်ဖိုးလျှော့တွင်နှုန်းထားကိုတွက်ချက်ခံစားခွင့်အတွက် အခြားသက်ဆိုင်ရာ

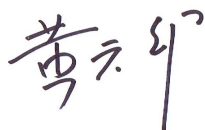
အစိုးရဌာန၊ အစိုးရအဖွဲ့အစည်းထံသီးခြားလျှောက်ထားခြင်းသို့မဟုတ်ရရှိထားခြင်းရှိမရှိ။

မရှိပါ။

၁၁။ မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှုဥပဒေပုဒ်မ ၇၈ (ဂ) အရကင်းလွတ်ခွင့်နှင့် သက်သာခွင့်လျှောက်ထားမည်

ဆိုပါကဘဏ္ဍာနှစ်အတွက် သုတေသန နှင့် ဖွံ့ဖြိုးရေးလုပ်ငန်းများ၏

အမှန်တကယ်ကုန်ကျစရိတ်ကိုစာရင်းပြုစု၍ပူးတွဲတင်ပြရန်



လျှောက်ထားသူလက်မှတ်

အမည်

Mr .Huang TianShu

ရာထူး

Managing Director

ဌာန/ကုမ္ပဏီတံဆိပ် Jiangsu Soho (Myanmar) Industry Co.,Ltd

Tax Incentive Application

To

Chairman

Myanmar Investment Commission

Ref.No:

Dated: 9th, November, 2017

Subject: **Application for Tax Incentive**

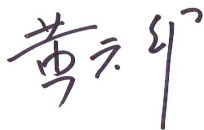
I do hereby apply with the following particulars for the tax incentive under section 74 of Myanmar Investment Law:

1. Applicant
 - (a) Name of Investor : Mr .Huang TianShu
 - (b) Name of Company : Jiangsu Soho (Myanmar) Industry Co.,Ltd
 - (c) Type of Business : Manufacturing of Garments on CMP Basis
 - (d) Myanmar Investment Commission : Endorsement is still processing
Permit or Endorsement No. (If a permit or endorsement is still processing, please describe the information.)
2. If investor doesn't submit by himself/herself, the applicant's;
 - (a) Name of contract Person : Daw Shwe Pyae Eain
 - (b) National Registration Card No/ Passport No : 12/ Ba Ha Na (N) 099750
3. Construction period or Preparatory : 1and 6 month
4. Commencement date for commercial operation. :
5. Applied for the following tax incentive:
 - (a) Exemption or Relief under section 75 (a)
(-) 3 Years Income Tax Exemption under section 75(a)

Note: The application must specify precise tax incentives applied for.

6. If the investor apply for tax incentive : **(Zone-3) Myay Tine Yat Kwat No**
7. under section 75(a), Please state the Zone **(25) Land Plot No (93+94+95)**
in accordance rule 83 or the Zone in which **Shwe Linn Pan Industrial Myoe**
investment is invested or carried out in **Hlaing Thar Yar Township**
Myanmar accordance with rule 96. **Yangon Myanmar**

8. If the investor apply for tax incentive under section 77 (a) and (d), please fill the information in schedule (1).
9. If the investor apply for tax incentive under section 77 (b) , Please state the following information and fill in schedule (2).
(a) an expected amount as per year to be earned from the investment US\$ 1,225,000
(b) Foreign Currency from export as per year US\$ 1,225,000
10. If the investor apply for tax incentive under section 78 (a), please state the following information in accordance with rule 99:
(a) Please describe, which financial year the profits reinvested are earning by investor. _____
(b) Please describe which financial year the profits are reinvested by the investor. _____
(c) Please describe the amount of reinvestment. _____
11. If the investor apply for tax incentive under section 78 (b), please describe the following information:
(a) Provide the depreciation schedule of assets for which the depreciation rate is to be adjusted, showing both the depreciation at the standard rate and at a rate of 1.5 times the depreciation rate permitted under the relevant laws of the Union.
(b) Has the investor separately applied for or obtained an adjustment to the depreciation rate from the relevant authority.
12. If the investor apply for tax incentive under section 78 (c) ,provide an itemized list of actual research and development expenses for the current financial year.



Signature

Name of Investor : Mr .Huang TianShu

Designation : Managing Director

Department/Company : Jiangsu Soho (Myanmar) Industry Co.,Ltd
(Seal/ Stamp)

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

List of Office Equipment (Local Purchase)

No	Item	Unit	Qty	Unit Price (US\$)	Total Amount (US\$)
1	Colour Copier	Set	10	1,200	12,000
2	Black & White Coiper	Set	6	1,000	6,000
3	Fax	Set	6	600	3,600
4	Cabinet	Pcs	10	1,200	12,000
5	Meeting Table Set	Set	2	1,500	3,000
6	Settee	Set	6	1,000	6,000
7	Computer	Set	20	410	8,200
8	Computer Table & Chair	Set	20	90	1,800
	Total (US\$)				52,600

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Operating Machinery To Be Imported

Brand New

Sr. No.	Item	Unit	Quantity	Unit Cost (US\$)	Total Cost (US\$)
1	Computerized sewing machine	Set	720	455	327,600
2	2-needle lockstitch machine	Set	36	760	27,360
3	5 thread overlock machine	Set	54	530	28,620
4	4 thread overlock machine	Set	36	530	19,080
5	Cutting and packaging machine	Set	20	760	15,200
6	Automatic trimming machine with cutter	Set	10	455	4,550
7	Long arm Template machine	Set	30	1,213	36,390
8	Automatic cutting machine	Set	5	305	1,525
9	Automatic template machine	Set	12	6,060	72,720
10	Automatic filling machine	Set	2	15,155	30,310
11	Button hole machine	Set	5	4,090	20,450
12	Compurized button machine	Set	5	3,333	16,665
13	Computerized tacking machine	Set	8	3,030	24,240
14	Sihetun deduction machine	Set	30	305	9,150
15	Needle detector machine	Set	4	1,515	6,060
16	Suction Iron Table	Pc	50	455	22,750
17	Tray	Pc	400	10	4,000
18	Clothing basket	Pc	1000	8	8,000
19	Hydraulic car	Pc	5	3,030	15,150
20	Cutting table	Set	500	20	10,000
21	Cutter	Set	20	610	12,200
22	Fabric breaking machine	Set	20	230	4,600
23	Template cutting machine	Set	2	6,060	12,120
24	CAD printing machine	Pc	2	3,030	6,060
25	Clothing inspection machine	Set	2	3,030	6,060
26	Bonding machine	Set	3	1,515	4,545
27	Air Compressor	Sqm	5	3,030	15,150
28	LED lamp	Set	1000	5	5,000
29	Power outlet	M	500	3	1,500
30	working table	Set	500	15	7,500
31	Shelves	Set	100	125	12,500
32	Generator 500KVA	Set	1	42,000	42,000
33	Generator 100KVA	Pc	1	10,000	10,000
34	Lift	Unit	1	3,030	3,030
Total (US\$)					842,085

*အထက်ပါ စက်ပစ္စည်း (၃၄) မျိုးသည် စက်ရုံအတွက် မရှိမဖြစ် လိုအပ်သော ကြောင့် တင်သွင်း ရခြင်း ဖြစ်ပါသည်။

*စက်ပစ္စည်းများကို တရုတ်နိုင်ငံမှ တင်သွင်းမည်ဖြစ်ပါသည်။

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Annual Raw Material Requirement

No	Particular	Unit	Year - 1	Year - 2	Year -3	Year -4	Year -5	Year -6-10
1	Shell Fabric	Yds	5,675,000	5,675,000	6,242,500	6,866,750	7,553,425	8,308,768
2	Lining Fabric	Yds	4,990,000	4,990,000	5,489,000	6,037,900	6,641,690	7,305,859
3	Interlining	Yds	1,175,000	1,175,000	1,292,500	1,421,750	1,563,925	1,720,318
4	Zipper	Pcs	10,300,000	10,300,000	11,330,000	12,463,000	13,709,300	15,080,230
5	Eyelet(metal)	Pcs	10,000,000	10,000,000	11,000,000	12,100,000	13,310,000	14,641,000
6	Elastic Cord	M	2,270,000	2,270,000	2,497,000	2,746,700	3,021,370	3,323,507
7	Stopper	Pcs	5,000,000	5,000,000	5,500,000	6,050,000	6,655,000	7,320,500
8	Main Label	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
9	Size Label	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
10	Care Label	Pcs	13,500,000	13,500,000	14,850,000	16,335,000	17,968,500	19,765,350
11	Sewing Thread	M	1,077,000	1,077,000	1,184,700	1,303,170	1,433,487	1,576,836
12	Hang Tag	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
13	Sticker	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
14	Plastic Bag	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
15	Tag Pin	Pcs	4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Raw Material Requirement For 1pc (Norm)

No	Particular	Unit	Baby Girl Jacket	Old Girl Padding Jacket	Men's Down Jacket	Men's Down Vest	Baby Boy Padding Jacket
1	Shell Fabric	Yds	0.9	1.55	1.95	1.15	0.95
2	Lining Fabric	Yds	0.85	1.35	1.75	0.9	0.85
3	Interlining	Yds	0.2	0.5	0.3	0.15	0.2
4	Zipper	Pcs	3	1	3	3	1
5	Eyelet(metal)	Pcs			8	4	
6	Elastic Cord	M			1.6	1.1	
7	Stopper	Pcs			4	2	
8	Main Label	Pcs	1	1	1	1	1
9	Size Label	Pcs	1	1	1	1	1
10	Care Label	Pcs	3	3	3	3	3
11	Sewing Thread	Coil	0.11	0.3	0.35	0.25	0.25
12	Hang Tag	Pcs	1	1	1	1	1
13	Sticker	Pcs	1	1	1	1	1
14	Plastic Bag	Pcs	1	1	1	1	1
15	Tag Pin	Pcs	1	1	1	1	1

မြေအသုံးပြုခွင့်လျှောက်ထားလွှာ

သို့

ဥက္ကဋ္ဌ

ရန်ကုန်တိုင်းဒေသကြီး ရင်းနှီးမြှုပ်နှံမှုကော်မတီ

စာအမှတ်၊

ရက်စွဲ၊ ၂၀၁၇ ခုနှစ်၊ နိုဝင်ဘာလ၊ ၉ ရက်

အကြောင်းအရာ။ ရင်းနှီးမြှုပ်နှံမှုလုပ်ငန်းဆောင်ရွက်ရန် မြေငှားရမ်းခွင့် သို့မဟုတ် မြေအသုံးပြုခွင့်
လျှောက်ထားခြင်း။

ကျွန်တော်/ကျွန်မသည် ရင်းနှီးမြှုပ်နှံမှုလုပ်ငန်းဆောင်ရွက်ရန်အတွက် မြေငှားရမ်းခွင့် သို့မဟုတ်
မြေအသုံးပြုခွင့်ကို မြန်မာနိုင်ငံရင်းနှီးမြှုပ်နှံမှု နည်းဥပဒေ ၁၁၆ နှင့်အညီအောက်ပါ
အချက်အလက်များကိုဖော်ပြ၍လျှောက်ထားအပ်ပါသည် -

၁။ မြေ/အဆောက်အအုံအိုင်ပိုင်ရှင်နှင့်စပ်လျဉ်းသောအချက်အလက်များ

(က) ပိုင်ရှင်အမည်/အဖွဲ့အစည်း ဦးအောင်ဖြိုး (ခ)ဦးမြင့်သူ (ခ)ဦးစိုင်းလုံ

(ခ) ဧရိယာအကျယ်အဝန်း ၂ ဧက (8093.17 sqm)

(ဂ) တည်နေရာ မြေတိုင်းရပ်ကွက်အမှတ်(၂၅)
မြေကွက်အမှတ်(၉၃+၉၄+၉၅)
အနက်မှအမှတ်(၉၅)ရွှေလင်ပန်း စက်မှုမြို့၊
လှိုင်သာယာမြို့နယ်။ ရန်ကုန်မြို့နယ်။

(ဃ) မူလမြေအသုံးပြုခွင့်ရရှိထားသောကာလ (မြေငှားဂရမ်သက်တမ်း) နှစ် ၆၀ ဂရန်

(င) နှစ်ရှည်ငှားရမ်းခများကိုမတည်ရင်းနှီးငွေအဖြစ်ဖော်ပြခဲ့ခြင်း ရှိ () မရှိ (✓)

(စ) ကနဦးငှားရမ်းသူကသဘောတူ/မတူ တူပါသည်

(ဆ) မြေအမျိုးအစား စက်မှုသုံးမြေ

၂။ အငှားချထားသူ

(က) အမည်/ကုမ္ပဏီအမည်/ဌာန/အဖွဲ့အစည်း ဦးအောင်ဖြိုး (ခ)ဦးမြင့်သူ (ခ)ဦးစိုင်းလုံ

(ခ) နိုင်ငံသားစိစစ်ရေးကတ်အမှတ် ၁၃/ကတန(နိုင်)၀၇၃၃၃၄

(ဂ) နေရပ်လိပ်စာ အမှတ် ၁၇၊ ၉
လမ်း၊လမ်းမတော်မြို့နယ်၊ရန်ကုန်မြို့။

၃။ အငှားချခြင်းခံရသူ

(က) အမည်/ကုမ္ပဏီအမည်/ဌာန/အဖွဲ့အစည်း Mr .Huang TianShu
Jiangsu Soho (Myanmar) Industry Co.,Ltd

(ခ) နိုင်ငံသားစိစစ်ရေးကတ်အမှတ်/နိုင်ငံကူးလက်မှတ်အမှတ် G 49037241

(ဂ) နိုင်ငံသား တရုတ်ပြည်သူ့သမ္မတနိုင်ငံ

(ဃ) နေရပ်လိပ်စာ No.48,Ruan Jian Road,Yu Hua,Nan Jing,
Jiangsu Province,People Republic Of China

၄။ ငှားရမ်းလိုသည့်မြေနှင့်စပ်လျဉ်းသည့်အချက်အလက်များ

(က) ရင်းနှီးမြှုပ်နှံသည့် လုပ်ငန်းအမျိုးအစား CMPစနစ်ဖြင့်အဝတ်အထည်အမျိုးမျိုး
ချုပ်လုပ်ခြင်းလုပ်ငန်း

(ခ) ရင်းနှီးမြှုပ်နှံသည့် အရပ်ဒေသ(များ) လှိုင်သာယာမြို့နယ်။ ၊ရန်ကုန်။

(ဂ) တည်နေရာ (ရပ်ကွက်၊ မြို့နယ်၊ ပြည်နယ်/တိုင်းဒေသကြီး) လှိုင်သာယာမြို့နယ်။ ၊ရန်ကုန်။

(ဃ) မြေဧရိယာအကျယ်အဝန်း ၂ ဧက (8093.17 sqm)

(င) အဆောက်အအုံအရွယ်အစား/အရေအတွက် အဆောက်အအုံ(၁)လုံး
(စက်ရုံ - ၂၆၀ ပေ x ၂၂၀ ပေ)

(စ) အဆောက်အအုံတန်ဖိုး _____

၅။ မြေပိုင်ဆိုင်မှု/မြေကရန်အထောက်အထား (စက်မှုဇုန်မှအပ)၊ မြေပုံနှင့် မြေငှားစာချုပ် (မူကြမ်း)
တင်ပြရန်။

၆။ မြေငှားရမ်းခြင်းနှင့်စပ်လျဉ်း၍အောက်ဖော်ပြပါ ပုဂ္ဂိုလ်ထံမှ တစ်ဆင့်ငှားရမ်းထားခြင်းရှိ-မရှိ-

☐ နိုင်ငံတော်၏ဥပဒေများနှင့်အညီ အစိုးရဌာန၊အစိုးရအဖွဲ့အစည်းထံမှ နိုင်ငံတော်ပိုင်မြေ
သို့မဟုတ်အဆောက်အအုံအသုံးပြုခွင့်အားယခင်ကပင် ရရှိထားသောပုဂ္ဂိုလ်၊

☐ အစိုးရဌာန၊ အစိုးရအဖွဲ့အစည်း၏ ခွင့်ပြုချက်နှင့်အညီ နိုင်ငံတော်ပိုင်မြေသို့မဟုတ် အဆောက်
အအုံအားတစ်ဆင့်ငှားယူရန် သို့မဟုတ် တစ်ဆင့်လိုင်စင် ရယူရန်အခွင့်ရှိသည့် ပုဂ္ဂိုလ်။

၇။ မြေ/အဆောက်အအုံငှားရမ်းခနှုန်း (တစ်နှစ်လျှင် တစ်စတုရန်းမီတာအတွက်) US\$ 21.6

၈။ မြေအသုံးချမှုပရီမီယံကြေး (Land Use Premium – LUP) (အစိုးရဌာန/ အစိုးရအဖွဲ့အစည်းပိုင်
မြေငှားရမ်းခြင်းဖြစ်ပါကအငှားချထားခြင်းခံရသူထံမှငွေသားဖြင့် LUP တောင်းခံပါမည်။)

တစ်ဧကနှုန်း: _____

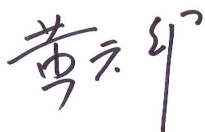
၉။ မူလမြေငှားရမ်းခွင့်ရှိသူသို့မဟုတ် မြေအသုံးပြုခွင့်ရသူမှ

ငှားရမ်းရန် သဘောတူ/ မတူ တူပါသည်။

၁၀။ စက်မှုဇုန်၊ ဟိုတယ်ဇုန်၊ ကုန်သွယ်ရေးဇုန် စက်မှုဇုန်

အစရှိသည့်သက်ဆိုင်ရာလုပ်ငန်းဇုန်ဧရိယာ

အတွင်းရှိမြေဟုတ်/မဟုတ် (ဇုန်ကိုဖော်ပြရန်)



လျှောက်ထားသူလက်မှတ်

အမည်

Mr .Huang TianShu

ရာထူး

Managing Director

ဌာန/ကုမ္ပဏီတံဆိပ်

Jiangsu Soho (Myanmar) Industry Co.,Ltd

Application form for Land Rights Authorization

To,

Chairman

Yangon Division Investment Commission

Reference No.

Date: 9th, November, 2017

Subject: **Application for land lease or land Rights Authorization to be invested**

I do hereby apply with the following information for permit to lease the land or permit to use the according to the Myanmar Investment Rules 116:-

1. Particulars relating to Owner of land/building

- | | | |
|-----|----------------------------|--|
| (a) | Name of owner/organization | <u>U Aung Phyo@U Myint Thu@U Sai Lone</u> |
| (b) | Area | <u>8.331Acres (33714.361 sqm)</u> |
| (c) | Location | <u>Myay Tine Yat Kwat No</u>
<u>(25) ,No.(95)of Land Plot</u>
<u>No (93+94+95) Shwe Linn</u>
<u>Pan Industrial Myoe</u>
<u>Hlaing Thar Yar Township</u>
<u>Yangon Myanmar</u> |

- | | | |
|-----|--|---|
| (d) | Initial period permitted to use the land
(Validity of land grant) | <u>60 Years</u> |
| (e) | Payment of long term lease as equity | Yes () No (<input checked="" type="checkbox"/>) |
| (f) | Agreed by Original Lessor | Yes (<input checked="" type="checkbox"/>) No () |
| (g) | Type of Land | <u>Industrial Use Land</u> |

2. Lessor

- | | | |
|-----|--|---|
| (a) | Name /Company's name/Department/
Organization | <u>U Aung Phyo@U Myint Thu@U Sai Lone</u> |
| (b) | National Registration Card No | <u>13/Ka Ta Na(N)073334</u> |

(c) Address No.(17) 9 Lann,Lan Ma Taw Township,Yangon.

3. Lessee

(a) Name/Company's name/
Department/Organization Mr.Huang TianShu
Jiangsu Soho (Myanmar) Industry Co.,Ltd

(b) Passport No G 49037241

(c) Citizenship Chinese

(d) Address No.48,Ruan Jian Road,YHua,Nan
Jing, Jiangsu Province,People
Republic Of China.

4. Particulars of the proposed Land Lease

(a) Type of Investment Manufacturing of Garments on
CMP Basis

(b) Investment Location(s) Myay Tine Yat Kwat No
(25),No (95) of Land Plot No
(93+94+95) Shwe Linn Pan
Industrial Myoe
Hlaing Thar Yar Township

(c) Location (Ward, Township, State/Region) Hlaing Thar Yar,Yangon

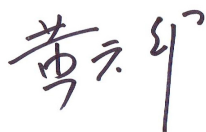
(d) Area of Land 2 Acre (8093.71sqm)

(e) Size and Number of Building(s) One Buildings
(Factory – 260 x 220)

(f) Value of Building -

5. To enclose land ownership and Grant, ownership evidences (except Industrial Zone),
Land Map and Land Lease Agreement (Draft)

6. Whether it is sub-leased from the following person in regarding to Land Lease or not-
- ☐ Person who has the right to use the land or Building of the Government form Government Department and Organization in accordance with the national laws.
- ☐ Authorized Person to get the Sub License or Sub Lease of the building or land owned by the Government in accordance with the permission of the Government department and Organization.
7. Land/Building lease rate (per square meter per year) US\$ 21.6
8. Land Use Premium – (LUP) (If it is leased from the land belonged to Government Department/Organization, the LUP shall be paid in cash by the lessee.
Rate per Acre: _____
9. Whether it is agreed by original land lessor or land tenant not Agree
10. Proposed land or building use/lease period Initial 10 Years
and extendable 5
years two times
11. Whether it is the land located in the relevant business zone area such as Industrial Zone, Hotel Zone, Trade Zone and etc or not (To describe Zone) Industrial Zone



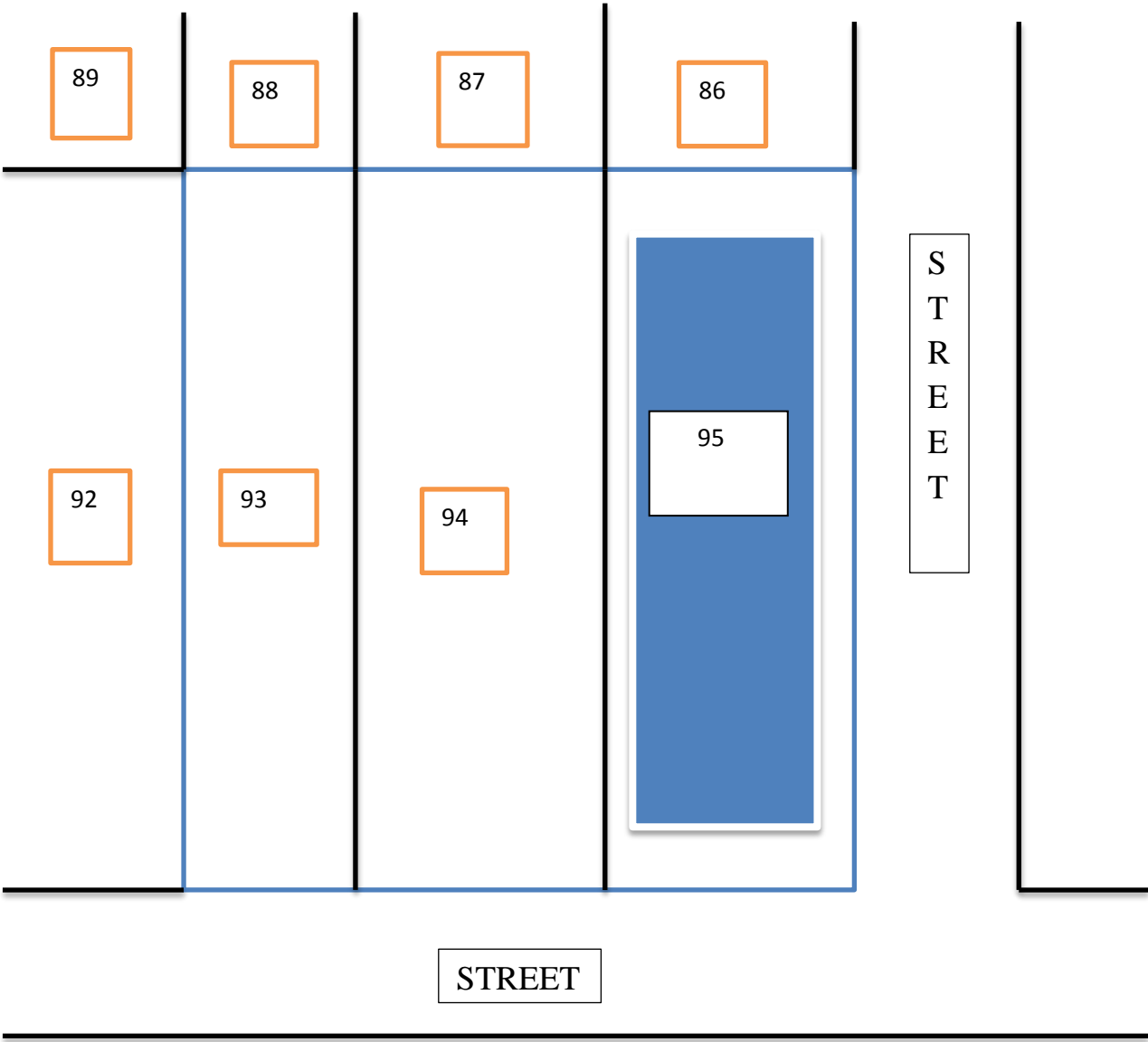
Signature

Name of Investor : Mr .Huang TianShu

Designation : Managing Director

Department/Company : Jiangsu Soho (Myanmar) Industry Co.,Ltd
(Seal/Stamp)

Jiangsu Soho (Myanmar) Industry Co.,Ltd
Land Layout Plan



LAND AND BUILDING LEASE AGREEMENT (Draft)

This Lease is made on day of, 2017

Between

U Aung Phyoo@ U Myint Thu @ U Sai Lone (the LESSOR)

No. (17), 9 Lann ,Lann Ma TawTownship, Yangon Region, the Republic of the Union of Myanmar
And

Mr .Huang Tianshu (Jiangsu Soho (Myanmar) Industry Co.,Ltd) (the LESSEE)

No.48,Ruan Jian Road,Yu Hua,Nan Jing, Jiangsu Province,People Republic Of China

In the above expression of LESSOR and LESSEE, they themselves, and /or their authorized representatives are included.

Both parties agreed to the terms and conditions as follows:-

(1) Objective

The lessee shall lease the plot of land (8.331 acre) at Myay Tine Yat Kwat No (25) Land Plot No(95)of Land Plot No (93+94+95) Shwe Linn Pan Industrial Myoe Hlaing Thar Yar Township , Yangon Region, the Republic of the Union of Myanmar for initial (10) years to open a garment factory.

Area of Land and Building area (2 acre) (8093.71 sqm)

(1) Building Area

(2) Land Area

Total acres

(2) Assurance and Representation

The lessor assures the ownership of the land and property to be leased. And the lessee assures the strong financial background of her company. Both parties are lawful to make this deed.

(3) The law to operate

Both parties shall follow and obey the rules, regulations and the law of the Republic of the Union of Myanmar and implement their commitment mentioned in this lease.

(4) Term of Lease

The term of this lease shall be (10) years starting on the signing of this agreement, and the lease term may be extended by 5 years two times with to lease the garment factory for initial (10)years with (5) years yearly extension for two times on expiry of initial lease.

(5) Rental

(a) The Lease Rental shall be US\$ 14601.4 per month.

Area of Land and Building area 2 acre (8093.71 sqm)

(1) Building Area (Factory – 260 x 220)

(2) Land area

(b) Yearly advance rental payment shall be settled within (30) days before the expiry of the previous payment.

(c) The rate of increase in the rent shall be fixed for first two lease years and will be increased 5% (five percent) of the preceding annual rent.

Lease Period	Rental Rate (1sqm for 1yr)	TotalAmount (USD) Per Month	TotalAmount (USD) Per 1 yr
2017 to 2019 Year	US\$ 21.6	14601.4	175216.8
2019 to 20121 Year	US\$ 22.6	15331.4	183976.8
2021 to 20123 Year	US\$ 23.7	16097.9	193174.8
2023 to 20125 Year	US\$ 24.8	16902.7	202832.4
2025 to 20127 Year	US\$ 26	17747.8	212973.6

(6) Lease effective date and terms

(a) This lease is effective on the date, this lease is signed by both parties (lessor and lessee).

(b) Rental period starts from the day of operation or (3) months after signing of the lease-- whichever comes earlier.

(c) On expiry of lease, all relative materials on the plot of land except the building and unrecoverable things shall be removed.

(7) Renewal of lease

It can be carried out as follows:-

(a) The lessee shall notify the lessor to continue lease (6) months ahead of expiry date.

(b) In case of re-lease, both parties shall negotiate the rental and condition, subject to the Republic of the Union of Myanmar Investment Commission agreement.

(c) On expiry, the real estate shall be handed over to the lessor in good condition.

(8) The duties of lessee

- (a) To pay the rental as per clause (5), and any other charges by the service authorities except land revenue.
- (b) To refrain from sub leasing, transferring or consigning of real estate to another foreign or native firm.
- (c) To use the leased plot for handbag factory only.
- (d) The operation of the lessee in the real estate shall conform with the Republic of the Union of Myanmar Law.
- (e) To take out the necessary insurance for the real estate as per the Republic of the Union of Myanmar Investment Law and Insurance Law.
- (f) To follow the disposal of foul water, rubbish and anti-contamination of environment in the accordance with the existing the Republic of the Union of Myanmar Environmental Law.
- (g) To register this lease under registration law at his own cost.
- (h) To renovate the leased building at own cost.
- (i) To handover the released real estate in good condition on expiry of lease.

(9) The duties of lessor

- (a) Not to interfere and disturb of the lessee on the peaceful possession of real estate during lease period.
- (b) To pay land revenue.
- (c) To apply for license to operate factory from the relevant authority for the lessee.

(10) Termination of lease

Termination can be carried out under the following conditions:

- (a) Occurrence of great loss.
- (b) Failure to operate by either party.
- (c) Occurrence of force majeure for more than (6) months.
- (d) Failure to implement lease objective.
- (e) Receipt of Myanmar Investment Commission agreement to terminate lease by either party on Notification (3) months ahead.
- (f) Lessee fails to start operation within (12) months after lease.
- (g) The notice of termination can be given to each party (3) months in advance, so that both parties can fulfill the other terms and conditions of this lease.
- (h) The terminal of lease shall be subjected to the confirmation from Myanmar Investment Commission and after termination; the lessor shall re-enter and re-possess the real estate, the lease being invalid.

(11) Prior condition

The operation and implementation of lease is subject to the approval of Myanmar authorities.

(12) Governing Law

This lease shall be interpreted as per the Republic of the Union of Myanmar Law and subject to jurisdiction of the Republic of the Union of Myanmar court.

(13) Force majeure

If either party is unable to operate the condition of lease due to force majeure the affect party shall notify other party during (14) days of force majeure. On acceptance, no party shall be responsible with the deduction of force majeure days. Force majeure means natural disaster, earthquake, strikes, insurgency, riot, fire, flood, storm and similar event beyond control.

(14) Arbitration

In case dispute on the condition in the lease arises, it shall be settled amicably, failing which two arbitrators, each appointed by either party shall settle, failing which, the umpire appointed by the said arbitrators shall decide under Arbitration Law 2016 of Myanmar in Yangon Region , the Republic of the Union of Myanmar with the payment of legal fee by judgments debtors.

(15) Notice

Notify the either party in Myanmar language through registered post , fax or telex at the said address in the lease or new address informed as follows:-

(a) The address of lessor

Name - U Aung Phyto @ U Myint Thu @ U Sai Lone

Address - No. (17), 9 Lann ,Lann Ma TawTownship, Yangon Region,
the Republic of the Union of Myanmar

(b) The address of lessee

Name - Mr .Huang TianShu

Address - No.48,Ruan Jian Road,Yu Hua,Nan Jing, Jiangsu Province,People
Republic Of China

(16) The acceptance of reply to notice amounts to confirmation of notification. Change of address requires notification.

(17) **Mineral resources and gems**

The mineral resources and gems discovered in the leased real estate shall belong to the state and require notice to state authority.

(18) **Re-negotiation of lease**

Amendment in the lease shall require re-negotiation by both parties subject to approval of Myanmar Investment Commission.

(19) **All in one of lease**

The appendage land map attached in this lease shall be part of the lease.

(20) **Protection of Environment**

In operation, the lessee shall protect the environment against contamination the compensation for which shall be paid by the lessee only.

(21) **General**

In case of discrepancy between memorandums of association, articles of association, wrong interpretation, in harmony and lease the condition in the lease shall be valid and supersede the previous agreement and understanding.

In witness where of both parties have set hands on the said date.

For and on behalf of:

Sign -----

LESSOR

U Aung Phyo@ U Myint Thu @ U Sai Lone

**No. (17), 9 Lann ,Lann Ma TawTownship,
Yangon Region, the Republic of the Union
of Myanmar**

Sign -----

LESSEE

Mr .Huang TianShu

**No.48,Ruan Jian Road,Yu Hua,Nan Jing,
Jiangsu Province,People Republic Of
China**

WITNESSES

Sign -----

Name -----

Address -----

Sign -----

Name -----

Address -----



29 APR 2008

နှစ်ပေါင်း: ခြောက်ဆယ် မြေငှားစာချုပ် ကာလအပိုင်းအခြားတွင် ၂၀၁၃ ခုနှစ် ၊ ၁၆၅ လ
ရက်နေ့၌၊ ကုန်ဆုံးသည် ပထမ တစ်ဆယ့်ငါးနှစ်အတွင်းတွင် ကျပ် ၃၀၀၀၀ ပြား၊
(ခြောက်ထောင် ရာစု နှစ်ပေါင်း) တိတိကို ဇန်နဝါရီလ ၁-ရက်နေ့မှ စသည့် သုံးလပတ်
အတွက် ဇန်နဝါရီလ ၁-ရက်နေ့တွင် လည်းကောင်း ၊ ဧပြီလ ၁-ရက်နေ့မှ စသည့် သုံးလပတ် အတွက် ဧပြီ ၁-ရက်
နေ့တွင် လည်းကောင်း ၊ ဇူလိုင်လ ၁-ရက်နေ့မှ စသည့် သုံးလပတ် အတွက် ဇူလိုင်လ ၁-ရက်နေ့တွင် လည်းကောင်း၊
အောက်တိုဘာလ ၁-ရက်နေ့မှစသည့် သုံးလပတ်အတွက် အောက်တိုဘာလ ၁-ရက်နေ့တွင်လည်းကောင်း၊ ကြိုတင်
ပေးဆောင်ရမည်။ အဆိုပါနှစ်ခြောက်ဆယ်ကာလအပိုင်းအခြား၏ ဒုတိယတစ်ဆယ့်ငါးနှစ်နှင့်တတိယတစ်ဆယ့်ငါးနှစ်၊ စတုတ္ထတစ်ဆယ့်
ငါးနှစ်အတွက် အပိုင်း ၃-တွင် ပြဋ္ဌာန်းထားသည့် နည်းလမ်းအတိုင်း အငှားချထားသူအား သတ်မှတ်သည့် မြေငှားခများကို အငှားစာချုပ်ရသူက
ပေးဆောင် ရမည်။

၁။ အငှားစာချုပ်ရသူသည် အငှားချထားသူအား အောက်ပါအတိုင်း ပဋိညာဉ်ခံချက် ပြုလုပ်သည်

(က) အထက်၌ မြေငှားခကိုပေးဆောင်ရန် သတ်မှတ်ထားသည့် နေ့ရက်များတွင် သတ်မှတ်ထားသည့် နည်းလမ်းအတိုင်း အဆိုပါမြေငှားခနှင့် အဆိုပါမြေကွက်ပေါ်၌လည်းကောင်း၊ ထိုမြေကွက်ပေါ်တွင် ဆောက်လုပ်ထားသော အဆောက်အအုံပေါ်၌ ဆောက်လည်းကောင်း၊ အငှားစာချုပ်ရသူအပေါ်၌လည်းကောင်း အဆိုပါ နှစ်ခြောက်ဆယ် ကာလအပိုင်းအခြားအတွင်း စည်းကြပ်ဆဲ စည်းကြပ်လတ္တံ့ ဖြစ်သော အခွန်အတုတ်အားလုံးကို ပေးဆောင်ရန်။

(ခ) ဤစာချုပ်ချုပ်ဆိုသည့်နေ့မှ ၆-လအတွင်း စတင်ဆောက်လုပ်၍ နှစ်နှစ်အတွင်း အဆိုပါမြေကွက်ပေါ်၌ ကောင်းမွန် ခိုင်ခံ့သော လူနေအိမ်၊ ဒေသန္တရအာဏာပိုင်နှင့် သက်ဆိုင်သည့်တရားဥပဒေများနှင့် အညီ၊ ပြီးစီးအောင်ဆောက်လုပ်ရန်နှင့် ထိုလူနေ အိမ်စသည်တို့ကို အဆိုပါနှစ်ပေါင်းခြောက်ဆယ်ကာလ အပိုင်းအခြားအတွင်း ပြုပြင်မွမ်းမံထားရှိရန်။

(ဂ) အဆိုပါမြေကွက်တည်ရှိသောရပ်ကွက်၌ သက်ဆိုင်ရာဒေသန္တရအာဏာပိုင်များက မိလ္လာပိုက်နှင့် ရေပိုက်များ ချထားလျှင်၊ ဒေသန္တရအာဏာပိုင်နှင့် သက်ဆိုင်သည့်တရားဥပဒေနှင့်အညီ အဆိုပါမြေကွက်ပေါ်၌ ဆောက်လုပ်ထားသော အဆောက်အအုံများကို ထိုမိလ္လာပိုက်၊ ရေပိုက်များနှင့် ဆက်သွယ်ရန်။

(ဃ) သက်ဆိုင်သော ဒေသန္တရအာဏာပိုင်က ခွင့်ပြုသော အဆောင်ခွဲနှင့် အလုပ်သမားတန်းလျားများမှအပ အဆိုပါ မြေကွက်ပေါ်၌ အဆောက်အအုံတစ်ခုထက်ပို၍ မဆောက်လုပ်ရန်။

(င) အငှားချထားသူ၏ စာဖြင့် သဘောတူညီချက်ကို ကြိုတင်မရရှိဘဲ၊ နှစ်ပေါင်းခြောက်ဆယ်ကာလအပိုင်းအခြား အတွင်းအဆိုပါမြေကွက်ကို လူနေအိမ်ဆောက်လုပ်ရန်အတွက် မှတစ်ပါး၊ အခြားကိစ္စအတွက် အသုံးမပြုရန်နှင့် အဆိုပါမြေကွက်ပေါ် တွင် ဆောက်လုပ်သည့် လူနေအိမ်ကို လူနေအိမ်အဖြစ်မှ တစ်ပါး အခြားနည်း အသုံးမပြုရန်။

(စ) အငှားချထားသူ၏ စာဖြင့် ကြိုတင်သဘောတူညီချက်မရရှိဘဲ၊ စာချုပ်ပါမြေကို ခွဲခြမ်းခြင်းမပြုရသည်ပြင် ၎င်းမြေ တစ်စိတ်တစ်ဒေသကိုလည်း လွှဲပြောင်းခြင်း၊ တစ်ဆင့်ငှားရမ်းခြင်း၊ လက်လွှတ်ခြင်းများမပြုလုပ်ရ။

(ဆ) ဤစာချုပ်နှင့်စပ်လျဉ်း၍ မည်သည့်ကိစ္စအတွက်မဆို၊ အဆိုပါမြေကွက်သို့ဖြစ်စေ၊ အဆိုပါမြေကွက်ပေါ်တွင် ဆောက်လုပ်ထားသောအဆောက်အအုံသို့ဖြစ်စေ၊ နှစ်ပေါင်းခြောက်ဆယ်ကာလအပိုင်းအခြားတွင် ပြည်ထောင်စုမြန်မာနိုင်ငံတော် အစိုးရ ဆောက်လုပ်ရေး ဝန်ကြီးဌာန၊ မြို့ရွာနှင့် အိုးအိမ်ဖွံ့ဖြိုးဦးစီးဌာန ညွှန်ကြားရေးမှူးချုပ်၏ အမိန့်အရ ဆောင်ရွက်သူများအား နေ့ခင်း သင့်တော်သည့် အချိန်များတွင် ဝင်ရောက်ခွင့်ပြုရန်။

(ဇ) ဤစာချုပ်အရ အငှားချထားသည့် နှစ်ပေါင်းခြောက်ဆယ်ကာလ အပိုင်းအခြား ကုန်ဆုံးသောအခါ အဆိုပါမြေကွက် တည်ရှိသည့် အဆောက်အအုံ၊ ထိုအဆောက်အအုံနှင့် အမြဲတွယ်ကပ်ထားသော ပစ္စည်းမပါဝင်စေဘဲ၊ အဆိုပါမြေကွက်ကို အငှားချထားသူအား အေးဆေးစွာပြန်လည်ပေးအပ်ရန်။ သို့ရာတွင် အငှားချထားသူက အပို ၂-အရ အဆိုပါမြေကွက်ကို ပြန်လည်သိမ်းယူပြီး စာချုပ်ကိုရပ်စဲလျှင် အဆိုပါမြေကွက်နှင့် ထိုမြေကွက်ပေါ်တွင်တည်ရှိသည့် အဆောက်အအုံ ထိုအဆောက်အအုံနှင့် အမြဲတွယ်ကပ် ထားသောပစ္စည်းများကို အငှားစာချုပ်ရသူက အငှားချထားသူအား အေးဆေးစွာ ပြန်လည်ပေးအပ်ရန်။

အပို ပဋိညာဉ်ခံချက်များ

ဖော်ပြပါ မြေငှားခနှုန်းသည် ယာယီမျှသာဖြစ်၍ ခံစားရန် အတွင်းတွင် ဖြစ်စေ၊ ထိုနောက် အချိန်ကာလတွင် ပြန်လည်ပြင်ဆင်သင့်က ပြင်ဆင်စည်းကြပ်ရန် ဖြစ်သည်။

၂။ အဆိုပါ မြေငှားခကို တောင်းဆိုသည်ဖြစ်စေ၊ မတောင်းဆိုသည်ဖြစ်စေ၊ ကြိုတင်ပေးဆောင်ရမည့် သုံးလပတ်အတွက် မြေငှားခကို သို့တည်းမဟုတ် ၎င်း၏ အစိတ်အပိုင်းကို ထိုသုံးလပတ်၏ ဒုတိယလ ဦးပိုင်းတွင် မပေးဆောင်သဖြင့် မြေငှားခ မပြေ ကျန်ရှိလျှင် သို့တည်းမဟုတ် အငှားစာချုပ်ရသူသည် အထက်တွင် ဖော်ပြပါရှိသည့် ပဋိညာဉ်ခံချက်များ အတိုင်း လိုက်နာဆောင်ရွက် ရန် ပျက်ကွက်လျှင် ပြည်ထောင်စုမြန်မာနိုင်ငံတော်အစိုးရ ဆောက်လုပ်ရေးဝန်ကြီးဌာန၊ မြို့ရွာနှင့်အိုးအိမ်ဖွံ့ဖြိုးရေးဦးစီးဌာန၏ ညွှန်ကြားရေးမှူးချုပ်သည် အဆိုပါ မြေငှားခကို ရယူရန် ချက်ချင်း အမှုဖွင့်နိုင်သည်။ ထို့ပြင် သို့တည်းမဟုတ် ယခင်က ပဋိညာဉ်ခံ ချက် ပျက်ကွက်ခြင်းအတွက် အရေးယူပိုင်ခွင့်ကို ဖြစ်စေ၊ အဆိုပါမြေကွက်ပြန်လည်သိမ်းယူနိုင်ခွင့်ကို ဖြစ်စေ စွန့်လွှတ်ခဲ့စေကာမူ ဤစာချုပ်ကို ပယ်ဖျက်၍ အဆိုပါ မြေကွက်နှင့် ထိုမြေကွက်ပေါ်တွင် တည်ရှိသော အဆောက်အအုံများ၊ ထိုအဆောက်အအုံများနှင့် အမြဲတွယ်ကပ်ထားသော ပစ္စည်းများကို သိမ်းယူနိုင်သည်။

ဤစာချုပ်စာရ အစွဲအရာများသည် နည်းနည်းလျှင်လျှင် ကျွန်ုပ်တို့၏ အကျိုးအမြတ်ကို ထိခိုက်စေနိုင်ပါသည်။
စက်ရုံလုပ်ငန်းမှ ထွက်ရှိသည့် အပူငွေသည် အပူငွေအား အသုံးပြုရန် အသုံးပြုနိုင်ပါသည်။
လည်းကောင်း၊ ပါဝင်ပန်းကျင်သော အပူငွေကို အသုံးပြုရန် အသုံးပြုနိုင်ပါသည်။
ဤစာချုပ်ကြောင့် စစ်ဆေးမှုပြုလုပ်ရာတွင် စာချုပ်ကို ဝယ်ယူပြီး အဆိုပါမြေကွက်နှင့် ပတ်သက်၍
အဆိုပါစာချုပ်ရရှိသော အခါမှစ၍ အသုံးပြုမှုကို စစ်ဆေးနိုင်ပါသည်။

၃။ အငှားချထားသူသည် အငှားစာချုပ်ရသူအား အောက်ပါအတိုင်း ပဋိညာဉ်ခံချက် ပြုလုပ်သည်။

(က) အပိုဒ် ၂-အရ၊ ဤစာချုပ်ကို ပယ်ဖျက်ကြောင်း နိ.တစ်စာကို အငှားချထားသူက မိမိ သင့်လျော်သည်ဟု ထင်မြင်သည် နည်းလမ်းအတိုင်း အငှားဂရန် ရသူ၏ နောက်ဆုံး သိရှိရသော လိပ်စာတပ်ပြီး ရေစစ်ကြိမ်ပြုလုပ်၍ စာပို့တိုက်မှ ပေးပို့နိုင်သည်။ သို့တည်းမဟုတ် ဆိုခဲ့သည်အတိုင်း လိပ်စာတပ်၍ နိ.တစ်စာကို အဆိုပါမြေကွက်၊ အဆောက်အအုံ စသည် ပစ္စည်းများ၏ ထင်ရှား၍ လူအများမြင်သာသောနေရာတွင် ကပ်ထားနိုင်သည်။ အဆိုပါ နိ.တစ်စာကို ပြဆိုသည်နည်းလမ်းအတိုင်း ပို့ခြင်း၊ ကပ်ထားခြင်း ပြုလုပ်ပြီးနောက် ရက်ပေါင်း ခြောက်ဆယ်အတွင်း အငှားစာချုပ် ရသူက အဆိုပါ ညွှန်ကြားရေးမှူးချုပ်အား မပြောကျွန်ရှိနေသေးသော မြေငှားခကို ဤစာချုပ်ပယ်ဖျက်ခြင်း သို့တည်းမဟုတ် အဆိုပါမြေကွက် ပြန်လည်သိမ်းယူခြင်း၊ သို့တည်းမဟုတ် အဆိုပါမြေကွက်ကို ပြန်လည် အငှားချထားခြင်းနှင့် စပ်လျဉ်း၍ အငှားချထားသူက ကုန်ကျသောစရိတ် အားလုံးနှင့်တကွ အဆိုပါ ညွှန်ကြားရေးမှူးချုပ်သို့ ပေးဆောင်လျှင်သော်လည်းကောင်း၊ အခြားပဋိညာဉ်ခံချက် တစ်ခုခုနှင့် စပ်လျဉ်း၍ ပျက်ကွက်သည်အတွက် နစ်နာမှုကို ပပျောက်စေရန် အဆိုပါ ညွှန်ကြားရေးမှူးချုပ် ကျေနပ်လောက်အောင် ဆောင်ရွက်လျှင် လည်းကောင်း၊ အငှားချထားသူက ဤစာချုပ်ပါ ပဋိညာဉ် ခံချက်များအတိုင်း နှစ်ပေါင်းခြောက်ဆယ် ကာလအပိုင်းအခြား၏ ကျန်ရှိနေသေးသော ကာလအဖို့ အဆိုပါမြေကွက်နှင့် ပြန်လည် သိမ်းယူသည် အချိန်တွင် ထိုမြေကွက်ပေါ်၌ တည်ရှိနေသော အဆောက်အအုံ၊ ထိုအဆောက်အအုံနှင့် အမြဲတွယ်ကပ်ထားသော ပစ္စည်းများကို လက်ရှိ ထားနိုင်စေခြင်းငှာ အငှားစာချုပ်ရသူအား ပြန်လည်ပေးအပ်ရန်။ သို့ ရာတွင် မီးကြောင်သော်လည်းကောင်း၊ အခြား အကြောင်း တစ်ခုခုကြောင့်သော်လည်းကောင်း ပျက်စီးရသည့် အဆောက်အအုံ သို့ တည်းမဟုတ် ထိုအဆောက်အအုံနှင့် အမြဲတွယ်ကပ်ထားသော ပစ္စည်းများကို ပြန်လည်ပေးအပ်ရန် အငှားချထားသူ၌ တာဝန်မရှိသည်အပြင် ယင်းသို့ ပြန်လည်သိမ်းယူ သည်အခါက ပြည်ထောင်စုမြန်မာနိုင်ငံတော်အစိုးရဆောက်လုပ်ရေးဝန်ကြီးဌာန၊ မြို့၊ ရွာနှင့်အိုးအိမ်ဖွံ့ဖြိုးရေးဦးစီးဌာန၏ အမှုထမ်းများ သူတည်းမဟုတ် ကိုယ်စားလှယ်များ၏ ဖျက်လိုဖျက်ဆီးပြုလုပ်မှုကြောင့် ဆုံးရှုံးပျက်စီးခြင်းအတွက်မှတစ်ပါး အဆိုပါမြေကွက် ပေါ်တွင် ဖြစ်စေ၊ အထဲတွင်ဖြစ်စေ တည်ရှိသော အဆောက်အအုံနှင့် အခြားပစ္စည်းများ၏ တန်ဖိုးယုတ်လျော့ခြင်း၊ ပြုပြင်မှုကင်းမဲ့ခြင်း၊ သို့တည်းမဟုတ် ပျက်ဆီးယိုယွင်းခြင်းအတွက် ပြည်ထောင်စုမြန်မာနိုင်ငံတော်အစိုးရဆောက်လုပ်ရေးဝန်ကြီးဌာန၊ မြို့၊ ရွာနှင့်အိုးအိမ်ဖွံ့ဖြိုးရေးဦးစီးဌာန၌ တာဝန်မရှိစေရန်။

(ခ) အပိုဒ် ၂-အရ၊ ဤစာချုပ်ကို ပယ်ဖျက်ပြီး မဟုတ်လျှင်လည်းကောင်း၊ အငှားစာချုပ်ရသူက နှစ်ပေါင်းခြောက်ဆယ် ကာလအပိုင်းအခြား ကုန်ဆုံးသည်အထိ အဆိုပါမြေငှားခကို ပြေလည်အောင် ပေးဆောင်၍ ဤစာချုပ်ပါ မိမိပြုလုပ်သည့် ပဋိညာဉ်ခံ ချက်များအတိုင်း လိုက်နာဆောင်ရွက်လျှင်လည်းကောင်း၊ အငှားစာချုပ်ရသူသည် အဆိုပါမြေကွက်ပေါ်တွင် တည်ဆောက်တွယ်ကပ် ထားသော အဆောက်အအုံများ၊ ထိုအဆောက်အအုံများနှင့် အမြဲတွယ်ကပ်ထားသော ပစ္စည်းများကို အဆိုပါကာလအပိုင်းအခြားမကုန် မီ ခြောက်လအတွင်း ဖျက်သိမ်းသယ်ယူ ခန့်ခွဲနိုင်သည်။ သို့ရာတွင် ထိုသို့ သယ်ယူခြင်းကြောင့် အဆိုပါမြေကွက်ပျက်စီးယိုယွင်းခဲ့ လျှင် ထိုမြေကွက်ကို မူလအခြေအနေအတိုင်းရှိအောင် ပြုပြင်ပေးရန်။

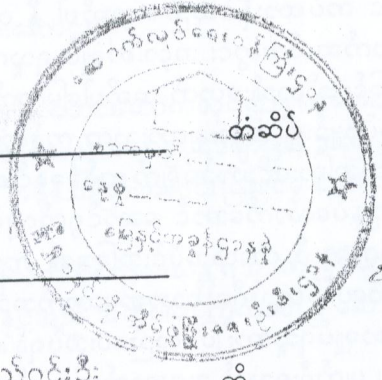
(ဂ) (၂၀၂၃) ခုနှစ်၊ ဧပြီ လ၊ (၂၈) ရက်နေ့မှစ၍ ပထမတစ်ဆယ့်ငါးနှစ် ကုန်ဆုံး သည့် အခါ ဒုတိယတစ်ဆယ့်ငါးနှစ်အတွက် ရန်ကုန်စည်ပင်သာယာရေး မြေနည်းဥပဒေ ၂၄-အရ စည်းကြပ်သော သုံးလပတ်မြေငှားခကို လည်းကောင်း၊ ဒုတိယတစ်ဆယ့်ငါးနှစ်ကုန်ဆုံးသည်အခါ တတိယတစ်ဆယ့်ငါးနှစ်အတွက် အဆိုပါ နည်းဥပဒေ ၂၄-အရ စည်းကြပ်သော သုံးလပတ်မြေငှားခကိုလည်းကောင်း၊ တတိယတစ်ဆယ့်ငါးနှစ်ကုန်ဆုံးသည်အခါ စတုတ္ထတစ်ဆယ့်ငါးနှစ်အတွက် အဆိုပါနည်းဥပဒေ ၂၄- အရ စည်းကြပ်သော သုံးလပတ်မြေငှားခကိုလည်းကောင်း၊ အငှားစာချုပ်ရသူက အငှားချထားသူအား ပေးဆောင်ရန်။ အကယ်၍ အထက်ပါနည်းလမ်းအတိုင်း မြေငှားခကို ပြန်လည်စည်းကြပ်ခြင်းမပြုလျှင် အငှားစာချုပ်ရသူသည် ဤအပိုဒ်ခွဲတွင် ပြဌာန်းထား သည့်နည်းလမ်းအတိုင်း မြေငှားခကို ပြောင်းလဲခြင်းမပြုမီ သတ်မှတ်ထားသည့် စည်းကြပ်ဆဲသုံးလပတ်မြေငှားခကို ဆက်လက်ပေး ဆောင်ရန်။

(ဃ) ဤစာချုပ်ပါ အခြားပြဌာန်းချက်များတွင် ဆန့်ကျင်လျက်မည်သို့ပင်ပါရှိစေကာမူ ဤစာချုပ် ချုပ်ဆိုသည့်နေ့မှစ၍ ပထမနှစ်ပေါင်းသုံးဆယ်အတွင်း သတ်မှတ်ထားသော သို့တည်းမဟုတ် ပြန်လည်စည်းကြပ်သောမြေငှားခကို ပြေလည်အောင် ပေး ဆောင်ခဲ့သောကြောင့် လည်းကောင်း၊ ပြုလုပ်ထားသည့်ပဋိညာဉ်ခံချက်များကို မပျက်မကွက်လိုက်နာဆောင်ရွက်ခဲ့သောကြောင့် လည်းကောင်း သတ်မှတ်ထားသော သို့တည်းမဟုတ် ပြန်လည်စည်းကြပ်သောသုံးလပတ် မြေငှားခဖြင့် နောက်ထပ် နှစ်ပေါင်း သုံးဆယ်အတွက် ဆက်လက်၍ အဆိုပါမြေကွက်ကို ငှားရမ်း မြေငှားစာချုပ် အသစ် ချုပ်ဆိုရန် သဘောတူကြောင်း အဆိုပါ ပထမ နှစ်ပေါင်းသုံးဆယ်မပြည့်မီ အနည်းဆုံးခြောက်လကြာတင်၍ အငှားရသူက အငှားချထားသူအား စာဖြင့် အကြောင်းကြား ရမည်။ အကြောင်းကြားစာနှင့်အတူ ပထမမြေငှားစာချုပ်ကို ပေးအပ်လျှင် ထိုအကြောင်းကြားစာရှိသည့်နေ့မှ ခြောက်လအတွင်း နောင် နှစ်ပေါင်းသုံးဆယ်အတွက် ပထမမြေငှားစာချုပ်ပါ ပဋိညာဉ်ခံချက်များနှင့် ဖြစ်နိုင်သမျှ တူညီသည့် ပဋိညာဉ် ခံချက်များပါရှိသည့် မြေငှားစာချုပ် အသစ်ကို အငှားစာချုပ်ရသူ၏ စရိတ်ဖြင့် အငှားချထားသူက ထုတ်ပေးရန်။ အကယ်၍ မြေငှားခကို သတ်မှတ်ခြင်းမရှိသေးလျှင် ပထမမြေငှားစာချုပ်အရ နောက်ဆုံးပေးဆောင်ခဲ့ရသော သုံးလပတ်မြေငှားခကို အငှားစာချုပ်ရသူက ပေးဆောင်ရန်။

ဤစာချုပ်ပါစကားရပ်များကိုသိရှိနားလည်ကြပြီးဖြစ်သဖြင့်ပြည်ထောင်စုမြန်မာနိုင်ငံတော်အစိုးရဆောက်လုပ်ရေးဝန်ကြီးဌာန
မြို့၊ ရွာနှင့် အိုးအိမ်ဖွဲ့၊ ပြုံးရေးဦးစီးဌာန ညွှန်ကြားရေးမှူးချုပ်၊ ဒုတိယညွှန်ကြားရေးမှူးချုပ်နှင့် ညွှန်ကြားရေးမှူးတို့ရှေ့တွင် ဦးစီးဌာနတံဆိပ်
ကိုခပ်နှိပ်၍ အဆိုပါညွှန်ကြားရေးမှူးချုပ်နှင့်အဆိုပါ ဒုတိယညွှန်ကြားရေးမှူးချုပ် သည် ဤစာချုပ်ကိုအထက်၌
ဖော်ပြခဲ့သည့်နေ့တွင် လက်မှတ် ရေးထိုးကြကြောင်း။ ခေါ်ဝေါ်စာအုပ်

ပြည်ထောင်စုမြန်မာနိုင်ငံတော်အစိုးရ၊ ဆောက်လုပ်ရေးဝန်ကြီးဌာန မြို့၊ ရွာနှင့်အိုးအိမ်ဖွဲ့၊ ပြုံးရေး ဦးစီးဌာန

မြို့-ရန်ကုန်
တံဆိပ်ကို ညွှန်ကြားရေးမှူးချုပ် ဦးအောင်ဝင်း
ဦးကျော်သန်း
ဒုတိယညွှန်ကြားရေးမှူးချုပ်
နှင့် ညွှန်ကြားရေးမှူး
ရှေ့မှောက်၌ ခပ်နှိပ်၍ အဆိုပါ
ညွှန်ကြားရေးမှူးချုပ်၊ ဒုတိယညွှန်ကြားရေးမှူးချုပ်နှင့်
ညွှန်ကြားရေးမှူးတို့လက်မှတ် ရေးထိုးသည်။
အထက်တွင် ရည်ညွှန်းထားသည့် ယော ဦးအောင်ဝင်း
အတွင်းရှိ မြန်မာ့အသံ မှတ်တမ်းအရ မြန်မာ့အသံ မှတ်တမ်းအရ
အထက်တွင် ရည်ညွှန်းထားသည့် ယော ဦးအောင်ဝင်း
အတွင်းရှိ မြန်မာ့အသံ မှတ်တမ်းအရ မြန်မာ့အသံ မှတ်တမ်းအရ



အောင်
ညွှန်ကြားရေးမှူးချုပ်
ဒုတိယညွှန်ကြားရေးမှူးချုပ်
ညွှန်ကြားရေးမှူး

အသိသက်သေ။
ဒုတိယညွှန်ကြားရေးမှူး (မြေနှင့်အခွန်) ဦးကျော်သန်း
အငှားစာချုပ်ရသူ ဒုတိယညွှန်ကြားရေးမှူးချုပ် က
လက်မှတ်ရေးထိုးသည်။ ခေါ်ဝေါ်စာအုပ်
အငှားစာချုပ်ရသူ

အသိသက်သေ။
၁။ မြန်မာ့အသံ
၂။ မြန်မာ့အသံ
အထက်တွင် ရည်ညွှန်းထားသည့် ယော ဦးအောင်ဝင်း
အတွင်းရှိ မြန်မာ့အသံ မှတ်တမ်းအရ မြန်မာ့အသံ မှတ်တမ်းအရ

ခွင့်ပြုပြီးဖြစ်သော လူနေရပ်ကွက်အမှတ် ၅၆၂၆၀၀
မြေတိုင်းရပ်ကွက်အမှတ် ၂၅
ရန်ကုန်မြို့ မြန်မာ့အသံ မြို့နယ်။
အတွင်းရှိ မြန်မာ့အသံ တန်းစား၊ မြေကွက်အမှတ် ၅၆၂၆၀၀
ဖြစ်သည်။ ပူးတွဲပါ မြေပုံ၌ မင်နီဖြင့် ပြထားသော အလျား ၆၃၀ ပေ၊ အနံ ၃၃၀ ပေခန့်ရှိသော အလား အလား
အရှေ့လားသော် မြန်မာ့အသံ
အနောက်လားသော် မြန်မာ့အသံ
တောင်လားသော် မြန်မာ့အသံ
မြောက်လားသော် မြန်မာ့အသံ
အတွင်းရှိ မြေအားလုံး ဧရိယာ ၈၃၃၁ ဧက၊ (စတုရန်းပေ ၃၆၂၈၈၀)

ရန်ကုန်မြို့တော်

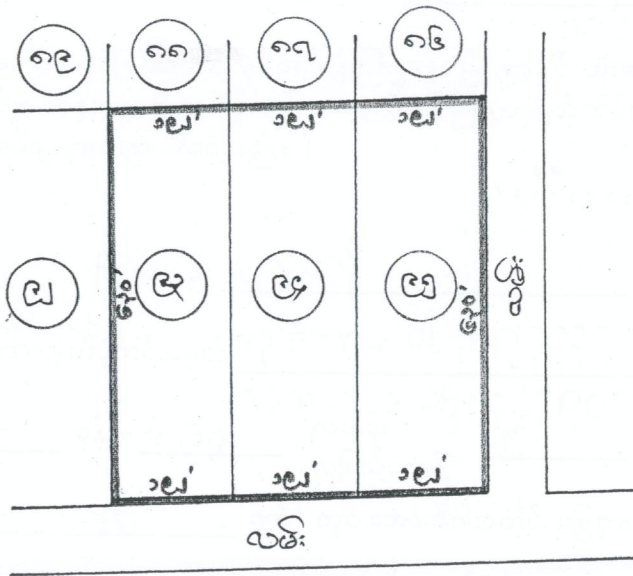
မှတ်ချက်

အိုးအိမ်ပုံစံ

အက်စ် - ၂၂

-----မြို့နယ် လူနေရပ်ကွက် အမှတ် -----မြို့နယ်အမှတ်-----
မြေတိုင်းရပ်ကွက်အမှတ် -----၂၅----- မှ မြေကွက်အမှတ် -----၉၃ + ၉၄ + ၉၅----- ၏ မြေပုံ

၁ - လက်မလျှင် ၃၀၀ ပေ စကေး



ရည်ညွှန်းချက်

-----ရေယာ

စတုရန်းပေ -----၃၆၅၈၈၀

ကေ -----၇.၃၃၃

မြေတိုင်း (၄)

မြေတိုင်း (၃)

မြေတိုင်း (၂)

လက်ထောက်ညွှန်ကြားရေးမှူး

မြေတိုင်းဌာနခွဲ

မြို့ရွာနှင့်အိုးအိမ်ဖွံ့ဖြိုးရေးဦးစီးဌာန

လား အလား

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Foreign Technician

No.	Designation	No of Person Y 1	No of Person Y 2	No of Person Y 3-10	Salary per month (US\$)			Salary per year (US\$'000)		
					Y-1	Y-2	Y-3 to 10	Y-1	Y-2	Y-3 to 10
1	General Manager	1	1	1	1,000	1,200	1,440	12,000	14,400	17,280
2	Deputy General	1	1	1	800	960	1,150	9,600	11,520	13,800
3	Production Manager	1	1	1	800	960	1,152	9,600	11,520	13,824
4	Head Merchandiser	2	2	1	600	720	864	14,400	17,280	10,368
5	Head Mechanic	1	1	1	600	720	864	7,200	8,640	10,368
6	Quality Control Manager	3	2	2	600	720	864	21,600	17,280	20,736
7	HR Manager	1	1	1	600	720	864	7,200	8,640	10,368
8	Procurement Manager	1	1	1	600	720	864	7,200	8,640	10,368
9	Sampling Technician	3	2	1	500	600	720	18,000	14,400	8,640
10	Mechanical Technician	3	3	2	500	600	700	18,000	21,600	16,800
11	Production Technician	6	4	3	500	600	700	36,000	28,800	25,200
12	Packing Supervisor	4	3	2	500	600	700	24,000	21,600	16,800
13	Boiler Technician	1	1	1	500	600	700	6,000	7,200	8,400
14	Accountant	2	2	2	500	600	700	12,000	14,400	16,800
	Sub total	30	25	20				202,800	205,920	199,752
	Total (US\$'000)							202.80	205.92	199.75

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Local Staff

Sr. No.	Particulars	No of Person Y 1	No of Person Y 2	No of Person Y 3-10	Salary per month (Ks'000)			Salary per year (Ks'000)		
					Y-1	Y-2	Y-3 to 10	Y-1	Y-2	Y-3 to 10
1	Assistant Production Manager	1	1	1	500	550	605	6,000	6,600	7,260
2	Assistant Merchandise	1	1	1	500	550	605	6,000	6,600	7,260
3	HR Manager	1	1	1	500	550	605	6,000	6,600	7,260
4	Admin Manager	1	1	1	500	550	605	6,000	6,600	7,260
5	Assistant Store Manager	1	4	4	400	440	484	4,800	21,120	23,232
6	Shipping Manager	1	1	1	500	550	605	6,000	6,600	7,260
7	Assistant Shipping Manager	1	1	1	400	440	484	4,800	5,280	5,808
8	Chief Accountant	1	1	1	500	550	605	6,000	6,600	7,260
9	Accountant	1	1	1	400	440	484	4,800	5,280	5,808
10	Assistant Account Manager	1	1	1	400	440	484	4,800	5,280	5,808
11	Supervisor	32	42	47	250	275	303	96,000	138,600	170,610
12	Leader	60	80	90	150	165	182	108,000	158,400	196,020
13	Operator	600	800	900	125	138	151	900,000	1,320,000	1,633,500
14	Helper	120	160	180	125	138	151	180,000	264,000	326,700
15	Quality Control	60	80	90	125	138	151	90,000	132,000	163,350
16	Pattern Assistant	5	5	10	125	138	151	7,500	8,250	18,150
17	Driver	3	5	6	150	165	182	5,400	9,900	13,068
18	General Worker	40	50	60	125	138	151	60,000	82,500	108,900
19	Cleaner	5	8	12	125	138	151	7,500	13,200	21,780
20	Security	5	5	5	125	138	151	7,500	8,250	9,075
21	Electrician	2	2	5	150	165	182	3,600	3,960	10,890
22	Sample Manager	2	1	1	150	165	182	3,600	1,980	2,178
23	Fire Safety Officer	1	1	1	200	220	242	2,400	2,640	2,904
		945	1252	1420				1,526,700	2,220,240	2,761,341
	Total (US\$'000)							1,130.89	1,644.62	2,045.44

Remark US\$1= Ks.1350 (30.10.2017 of exchange reate)

Jiangsu Soho (Myanmar) Industrial Co.,Ltd

Profit and Loss Projection

No.	Particular	Unit	Year 1	Year 2	Year 3	Year 4	Year 5	Year 6-10
I	Income							
	Export	US\$'000	12,250	12,835	15,950	17,545	20,551	22,606
	Total Income	US\$'000	12,250	12,835	15,950	17,545	20,551	22,606
II	Expenses							
1	Salary expenses	US\$'000	1,130.89	1,644.62	2,045.44	2,045.44	2,045.44	2,045.44
2	Technician Fees	US\$'000	202.80	205.92	199.75	199.75	199.75	199.75
3	Bonus, Incentive and Others	US\$'000	113.09	164.46	204.54	204.54	204.54	204.54
4	Electricity Bill, Fuel & Energy	US\$'000	150.00	150.00	150.00	150.00	150.00	150.00
5	Factory Rent	US\$'000	180.00	180.00	180.00	207.00	238.05	273.76
6	Admin Expenses	US\$'000	200.00	200.00	200.00	210.00	220.50	231.53
7	Medical Expenses	US\$'000	113.09	164.46	204.54	204.54	204.54	204.54
8	Transportation Allowance	US\$'000	80.00	92.00	105.80	121.67	139.92	160.91
9	Water Bill	US\$'000	30.00	34.50	39.68	45.63	52.47	60.34
10	Depreciation	US\$'000	134.20	134.20	134.20	134.20	134.20	134.20
	Total Expenses	US\$'000	2,334.07	2,970.17	3,463.96	3,522.78	3,589.42	3,665.01
	Gross Profit	US\$'000	9,915.93	9,864.83	12,486.04	14,022.22	16,961.22	18,940.69
	25% Income Tax on Net Profit	US\$'000				3,505.56	4,240.30	4,735.17
	Net Profit afterTax	US\$'000	9,915.93	9,864.83	12,486.04	10,516.67	12,720.91	14,205.52
	2% CSR on Net Profit	US\$'000				210.33	254.42	284.11
	1% Environmental Expenses on Net Profit	US\$'000				105.17	127.21	142.06

Jiangsu Soho (Myanmar) Industrial Co.,Ltd**Production & Income Statement**

Sr.No.	Particulars	Unit	Year					
			1	2	3	4	5	6-10
I	Production		4,500,000	4,500,000	4,950,000	5,445,000	5,989,500	6,588,450
1	Baby Girl Jacket	Pcs	1,200,000	1,200,000	1,320,000	1,452,000	1,597,200	1,756,920
2	Old Girl Padding Jacket	Pcs	800,000	800,000	880,000	968,000	1,064,800	1,171,280
3	Men's Down Jacket	Pcs	800,000	800,000	880,000	968,000	1,064,800	1,171,280
4	Men's Down Vest	Pcs	900,000	900,000	990,000	1,089,000	1,197,900	1,317,690
5	Baby Boy Padding Jacket	Pcs	800,000	800,000	880,000	968,000	1,064,800	1,171,280
II	CMP Charges (US\$)							
1	Baby Girl Jacket	US\$/Pcs	2.00	2.00	2.50	2.50	2.80	2.80
2	Old Girl Padding Jacket	US\$/Pcs	3.00	3.20	3.80	3.80	4.00	4.00
3	Men's Down Jacket	US\$/Pcs	4.00	4.00	4.20	4.20	4.30	4.30
4	Men's Down Vest	US\$/Pcs	2.50	2.75	3.00	3.00	3.20	3.20
5	Baby Boy Padding Jacket	US\$/Pcs	2.50	2.75	3.00	3.00	3.20	3.20
III	CMP Income	US\$'000	12,250	12,835	15,950	17,545	20,551	22,606
1	Baby Girl Jacket	US\$'000	2,400	2,400	3,300	3,630	4,472	4,919
2	Old Girl Padding Jacket	US\$'000	2,400	2,560	3,344	3,678	4,259	4,685
3	Men's Down Jacket	US\$'000	3,200	3,200	3,696	4,066	4,579	5,037
4	Men's Down Vest	US\$'000	2,250	2,475	2,970	3,267	3,833	4,217
5	Baby Boy Padding Jacket	US\$'000	2,000	2,200	2,640	2,904	3,407	3,748

Jiangsu Soho (Myanmar) Industry Co.,Ltd

Product Photos



Baby Girl Jacket



Old Girl Padding Jacket



Men's Down Jacket



Men's Down Vest



Baby Boy Padding Jacket

သို့

ဥက္ကဋ္ဌ

ရန်ကုန်တိုင်းဒေသကြီး ရင်းနှီးမြှုပ်နှံမှုကော်မတီ

အမှတ် (၁)၊ သစ္စာလမ်း၊ ရန်ကင်းမြို့နယ်၊

ရန်ကုန်မြို့။

ရက်စွဲ။ ၂၀၁၇ ခုနှစ်၊ နိုဝင်ဘာလ၊ ၉ ရက်

အကြောင်းအရာ။

Jiangsu Soho (Myanmar) Industry Co.,Ltd (CMP စနစ်ဖြင့်

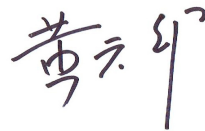
အဝတ်အထည်အမျိုးမျိုး ချုပ်လုပ်ခြင်းလုပ်ငန်း) ၏ ကုန်ကြမ်းတင်သွင်းမှု နှင့်

ကုန်ပစ္စည်းများ ပြည်ပသို့တင်ပို့မှု

အစီအစဉ်အား တင်ပြခြင်း။

ကျွန်တော်များ Jiangsu Soho (Myanmar) Industry Co.,Ltd
သည် CMP စနစ်ဖြင့် အဝတ်အထည်အမျိုးမျိုး ချုပ်လုပ်ခြင်း လုပ်ငန်းအတွက် ကုန်ကြမ်းတင်သွင်းမှု နှင့်
အဝတ်အထည်များ ပြည်ပသို့ တင်ပို့မှု အစီအစဉ်အား အောက်ပါအတိုင်းတင်ပြအပ်ပါသည်။

ကုန်ကြမ်းများအား China, Japan, Korea, Europe, UK, Mongolia တို့မှ တင်သွင်းမည်ဖြစ်ပြီး
ပို့ကုန်များအားလည်း ၎င်းနိုင်ငံများသို့ တင်ပို့မည်ဖြစ်ပါသည်။



လေးစားစွာဖြင့်

Mr .Huang TianShu

Managing Director

Jiangsu Soho (Myanmar) Industry Co.,Ltd

Jiangsu Soho International Group Corporation
No.48,Ruan Jian Road,Yu Hua,Nan Jing, Jiangsu Province,People Republic Of China

CMP Contract

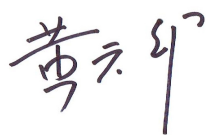
Jiangsu Soho (Myanmar) Industry Co.,Ltd as Seller, hereby confirms having concluded the CMP contract with Jiangsu Soho International Group Corporation as Buyer, to sell following goods on the date and on the terms and conditions hereinafter set forth:

SELLER	BUYER
Jiangsu Soho (Myanmar) Industry Co.,Ltd Myay Tine Yat Kwat No (25) Land Plot No (93+94+95) Shwe Linn Pan Industrial Myoe Hlaing Thar Yar Township Zone ,Yangon Myanmar.	Jiangsu Soho International Group Corporation No.48,Ruan Jian Road,Yu Hua,Nan Jing Jiangsu Province,People Republic Of China ,

Contract Date: 18 Oct 2017

MATERIAL CONDITONS: Outsourcer provides to Processor all materials required to produce the ,
Baby Girl Jacket, Old Girl Padding Jacket, Men's Down Jacket, Men's Down Vest, Baby Boy Padding Jacket

QUALITY TERMS:	Processor shall keep materials and finished goods (including work- in- progress) in good condition and shall not waste, destroy or dispose of such except for otherwise provided herein. Processor represents and warrants that, 1) all finished goods produced by Processor shall confirm to The specifications provided by Outsourcer, 2) the workmanship of Processor shall be free from defects . If Outsourcer notifies Processor of a discovery of non-conforming or defective finished products, both parties shall amicably discuss in good faith repairing or replacement of finished goods.
DELIVERY TERMS:	EX-Factory Upon Outsourcer's approval, Processor consigns finished goods at its factory of the Address heretofore described.
PAYMENT TERMS:	By T/T to Processor's bank account specified in delivery slip or invoice within two weeks after final delivery.
DELIVERY DATE:	30 th Jan ,2018



SELLER

Jiangsu Soho (Myanmar) Industry Co.,Ltd
Signature
Name & Title
Mr .Huang TianShu
Managing Director
Jiangsu Soho (Myanmar) Industry Co.,Ltd

BUYER

Jiangsu Soho International Group Corporation
Signature
Name & Title
Jiangsu Soho International Group Corporation

BS

公 证 书

中华人民共和国山东省临沂市兰山公证处



山东农村商业银行
RURAL COMMERCIAL BANK OF SHANDONG

存款证明书

CERTIFICATE OF DEPOSIT BALANCE

鲁 100556058

致：
To whom it may concern:

兹证明 郑城雷诺服装有限公司 (身份证/护照号码: 916160905162224071)

截止 2017 年 09 月 14 日在我行 壹 (大写: 壹) 存款情况如下:

we hereby certify that upon the issuing date of this certificate, the depositor has the following deposit(s) with our bank:

户名 Depositor's name	账号 Account No.	币种 Currency	金额 Amount	存入日 Date of Deposit	到期日 Date of Maturity
郑城雷诺服装有限公司	9160116041941049000204	人民币	600000.00	20170914	20171214

①正本 (Original)

备注:

Remarks: _____

本行声明:

Please kindly be noted that:

- 上述存款在 2017 年 09 月 15 日之前不予提取。
The above-mentioned deposit(s) can not be withdraw before SEP. 15, 2017.
- 本存款证明书仅作为存款人在本行的存款证明, 不得转让、不得为他人担保或做其他用途。
This CERTIFICATE OF DEPOSIT BALANCE is issued for certification only and should not be served as guarantee or for any other purposes. This certificate of deposit is non-negotiable.
- 本存款证明书不作为提取上述存款的权利证明。
This CERTIFICATE OF DEPOSIT BALANCE is not a document of authority to withdraw any of the above-mentioned deposit(s).
- 本存款证明书涂改无效。
This CERTIFICATE OF DEPOSIT BALANCE will be invalidated by any crossing or blotting on it.

签发人: 高会丽
Issued by:

银行签章
Bank's Seal

2017 年 9 月 14 日
year month date

公 证 书

(2017) 临兰山证外字第 2196 号

申请人：郯城雷诺服装有限公司，住所：山东省临沂市郯城县红花镇驻地。

法定代表人：张照月，女，一九八二年十月十八日出生，公民身份号码：371322198210185441。

公证事项：存款证明书

兹证明山东郯城农村商业银行股份有限公司红花支行于二〇一七年九月十四日出具给郯城雷诺服装有限公司的《存款证明书》的原件与前面的复印件相符，原件属实。

中华人民共和国山东省临沂市兰山公证处

公证员

谭增瑞



二〇一七年九月十四日

IV17572087

Shandong Rural Commercial Bank

CERTIFICATE OF DEPOSIT BALANCE

L. 100556058

To whom it may concern:

We hereby certify that up to September 14, 2017, the depositor Tancheng Leinuo Clothing Co., Ltd. (ID Card No. / Passport No.: 916160905162224071) has the following deposit(s) with our bank:

Depositor's Name	Account No.	Currency	Amount	Date of Deposit	Date of Maturity
Tancheng Leinuo Clothing Co., Ltd.	9160116041941049000204	CNY	600,000.00	September 14, 2017	December 14, 2017

① Original

Remarks:

Please kindly be noted that:

1. The above-mentioned deposit(s) can not be withdrawn before September 15, 2017.
2. This CERTIFICATE OF DEPOSIT BALANCE is issued for certification only and should not be served as guarantee or for any other purposes. This CERTIFICATE OF DEPOSIT is non-negotiable.
3. This CERTIFICATE OF DEPOSIT BALANCE is not a document of authority to withdraw any of the above-mentioned deposit(s).
4. This CERTIFICATE OF DEPOSIT BALANCE will be invalid by any crossing or blotting on it.

Issued by: Gao Huili (seal)

Bank's seal:

September 14, 2017

(with the special seal 2 for business of Honghua Sub-branch of Shandong Tancheng Rural Commercial Bank Co., Ltd., September 14, 2017)

NOTARIAL CERTIFICATE

(2017) Lin Lanshan Zheng Wai Zi, No. 2196

Applicant: Tancheng Leinuo Clothing Co., Ltd., located at
Honghua Township Precinct, Tancheng County, Linyi City,
Shandong Province

Legal representative: Zhang Zhaoyue, female, born on October
18, 1982, ID Card No.: 371322198210185441

Issue under notarization: Certificate of Deposit Balance

This is to certify that the foregoing copy of *Certificate of
Deposit Balance* issued to Tancheng Leinuo Clothing Co., Ltd. by
Honghua Sub-branch of Shandong Tancheng Rural Commercial
Bank Co., Ltd. on September 14, 2017 conforms to the original, and
that the original document is authentic.

Lanshan Notary Public Office, Linyi City,

Shandong Province

The People's Republic of China

Notary Public: Tan Zengrui

September 14, 2017

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